

**MARVEL**

# AMAZING FANTASY SPIDER-MAN!

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KIRBY  
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DITKO  
+  
WHITE



# AMAZING FANTASY

APPROVED  
BY THE  
COMICS  
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AUTHORITY

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THOUGH  
THE WORLD  
MAY MOCK  
PETER  
PARKER,  
THE TIMID  
TEEN-  
AGER...

...IT WILL  
SOON MARVEL  
AT THE  
AWESOME  
MIGHT OF...  
**SPIDER-MAN!**

INTRODUCING

## SPIDER MAN

ALSO IN THIS ISSUE:

AN IMPORTANT  
MESSAGE TO  
YOU, FROM THE  
EDITOR--ABOUT  
THE NEW  
AMAZING!





# SPIDER-MAN!



LIKE COSTUME HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR **SPIDERMAN** JUST A BIT... DIFFERENT!

SAY, GANG, WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT **PETER PARKER** OVER THERE?

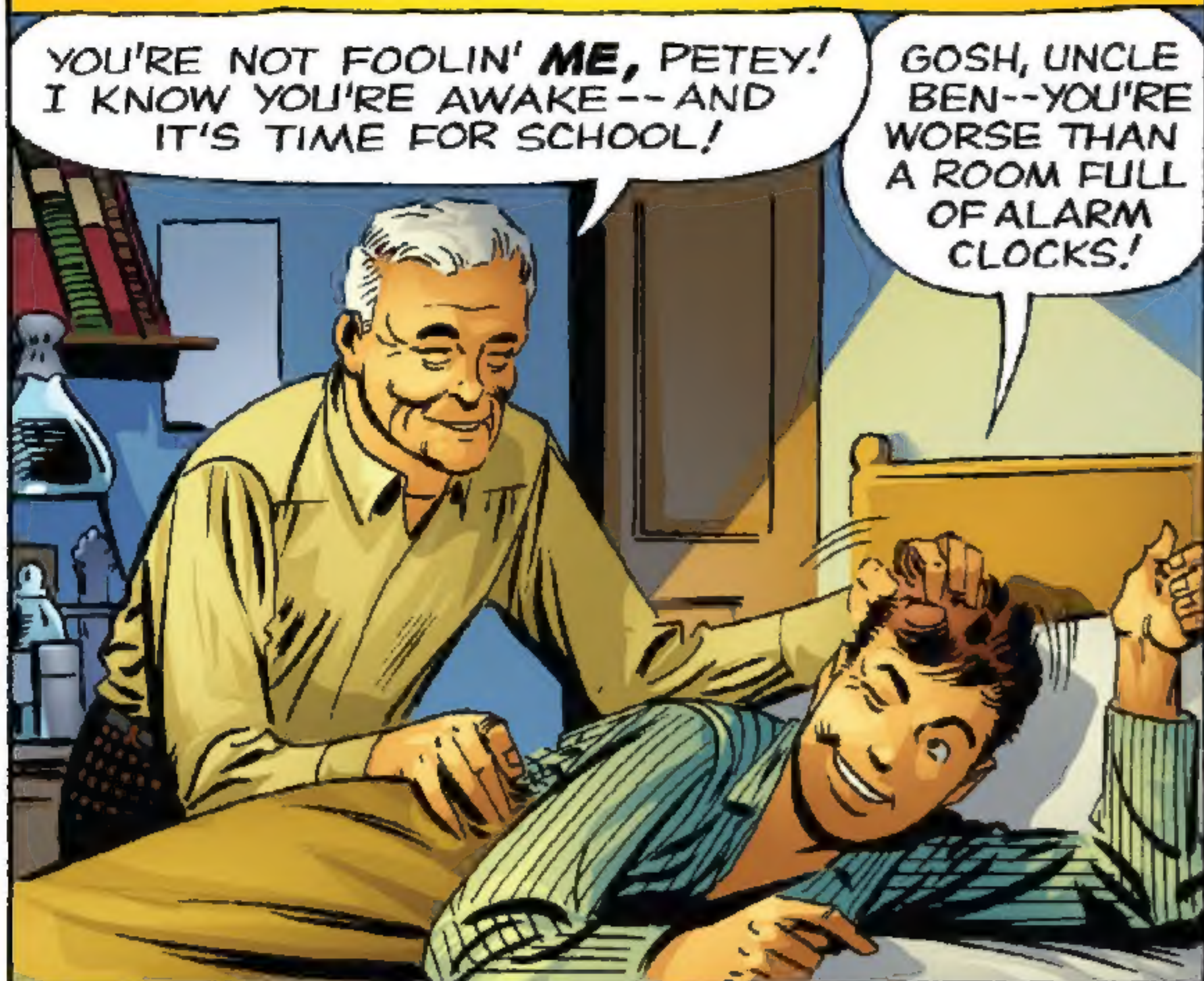
ARE YOU **KIDDIN'?** THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!

**PETER PARKER?** HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!

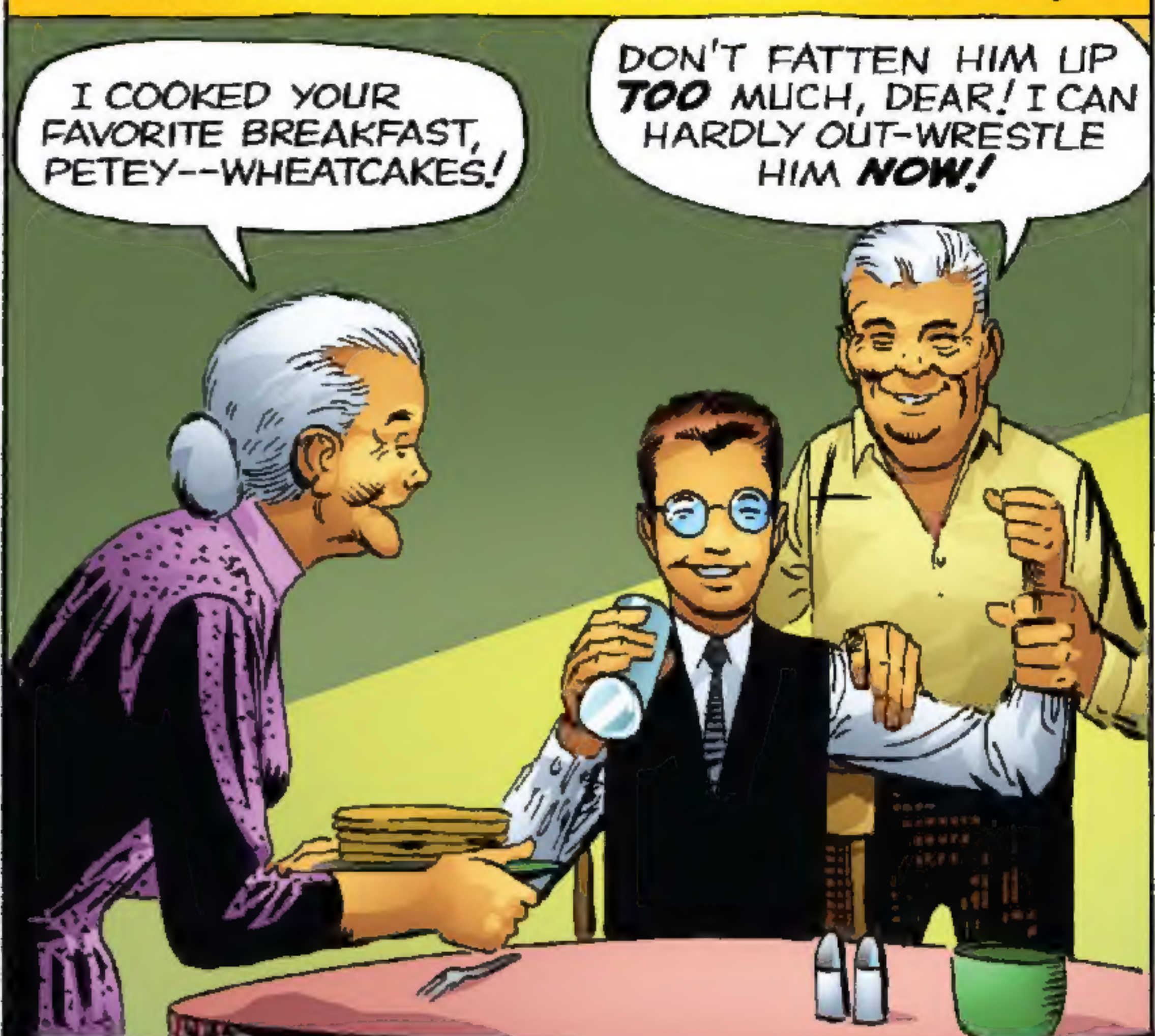




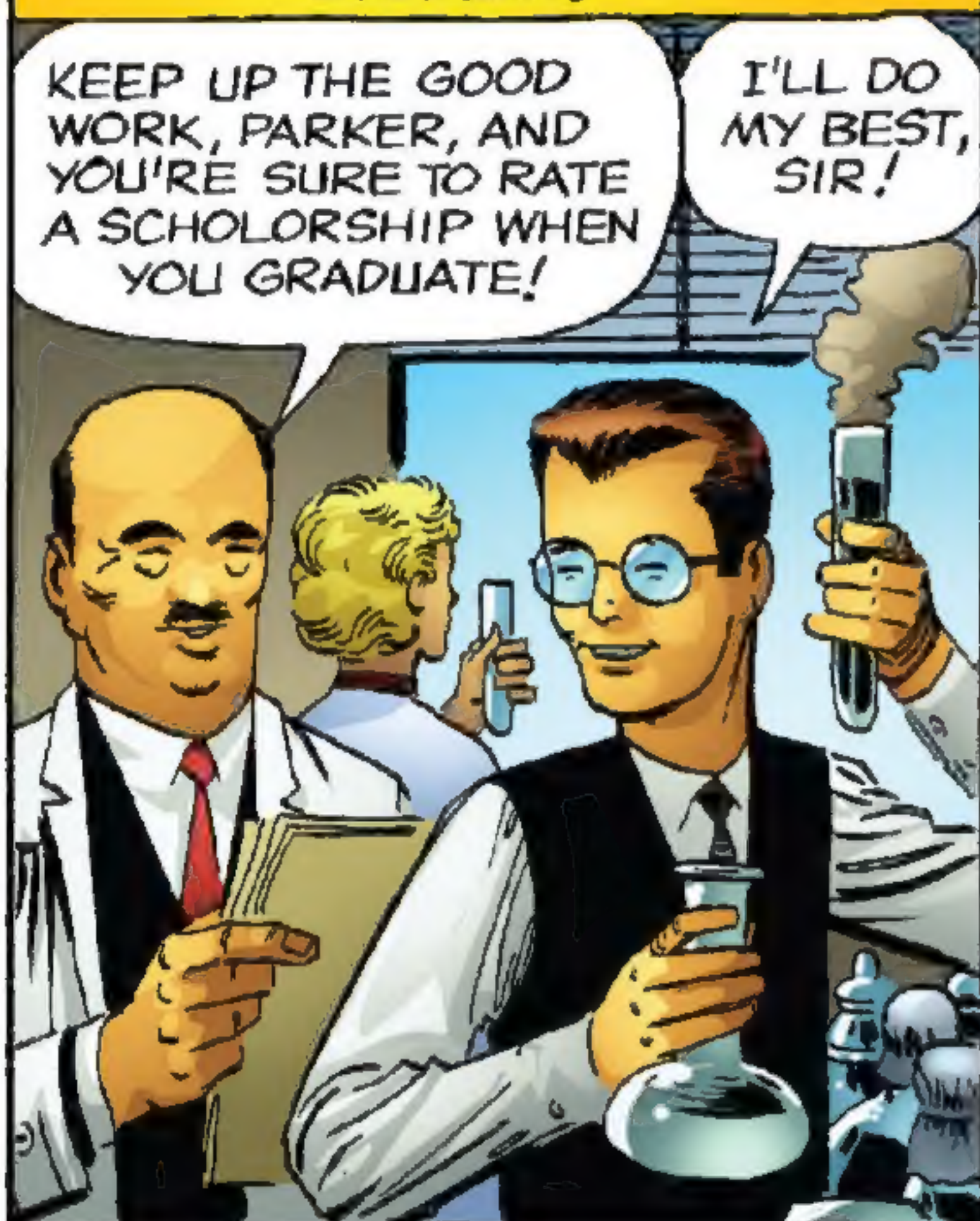
AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...



AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!



THE FACULTY AT MIDTOWN HIGH WERE ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!



BUT ALAS, OTHER TEEN-AGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...



...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!



LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?



YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!



SOME DAY I'LL SHOW THEM! **SOB** SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!





AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD-- THE FASCINATING WORLD OF ATOMIC SCIENCE!

AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...

BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...

A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!

ACCIDENTALLY ABSORBING A FANTASTIC AMOUNT OF RADIOACTIVITY, THE DYING INSECT, IN SUDDEN SHOCK, BITES THE NEAREST LIVING THING, AT THE SPLIT SECOND BEFORE LIFE EBBS FROM ITS RADIOACTIVE BODY!

OW!

A-A SPIDER! IT BIT ME! BUT, WHY IS IT **BURNING** SO? WHY IS IT **GLOWING** THAT WAY??

MY HEAD-- IT FEELS STRANGE! I-I NEED SOME AIR!

LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!

TOO BAD! HE MUST HAVE A WEAK STOMACH!

WHAT'S **HAPPENING** TO ME? I FEEL-- DIFFERENT! AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!

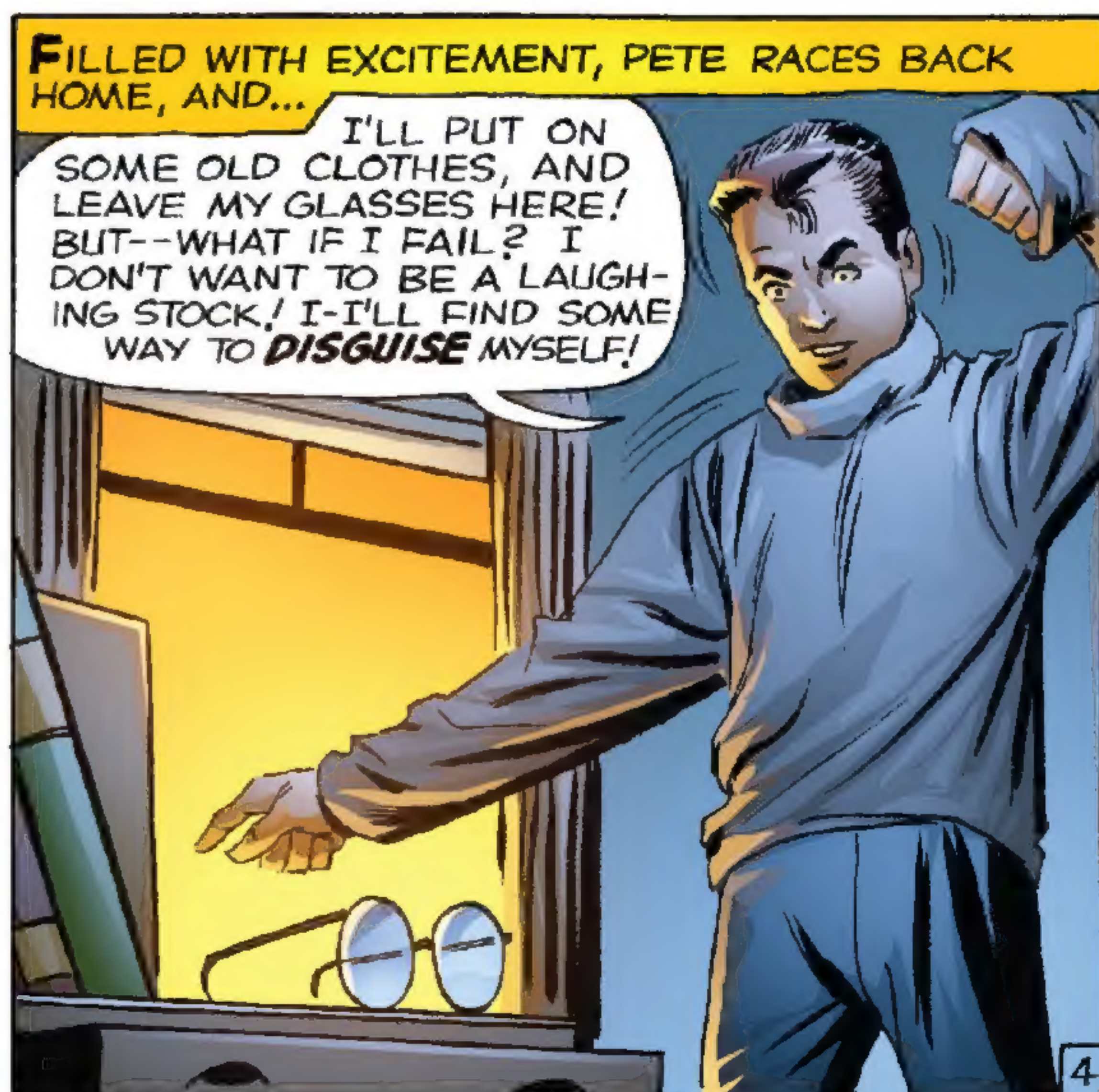
HONK! HONK!

WRAPPED IN HIS THOUGHTS, PETER DOESN'T HEAR THE AUTO WHICH NARROWLY MISSES HIM, UNTIL THE LAST INSTANT! AND THEN, UNNOTICED BY THE RIDERS, HE UNTHINKINGLY LEAPS TO SAFETY-- BUT **WHAT** A LEAP IT IS!

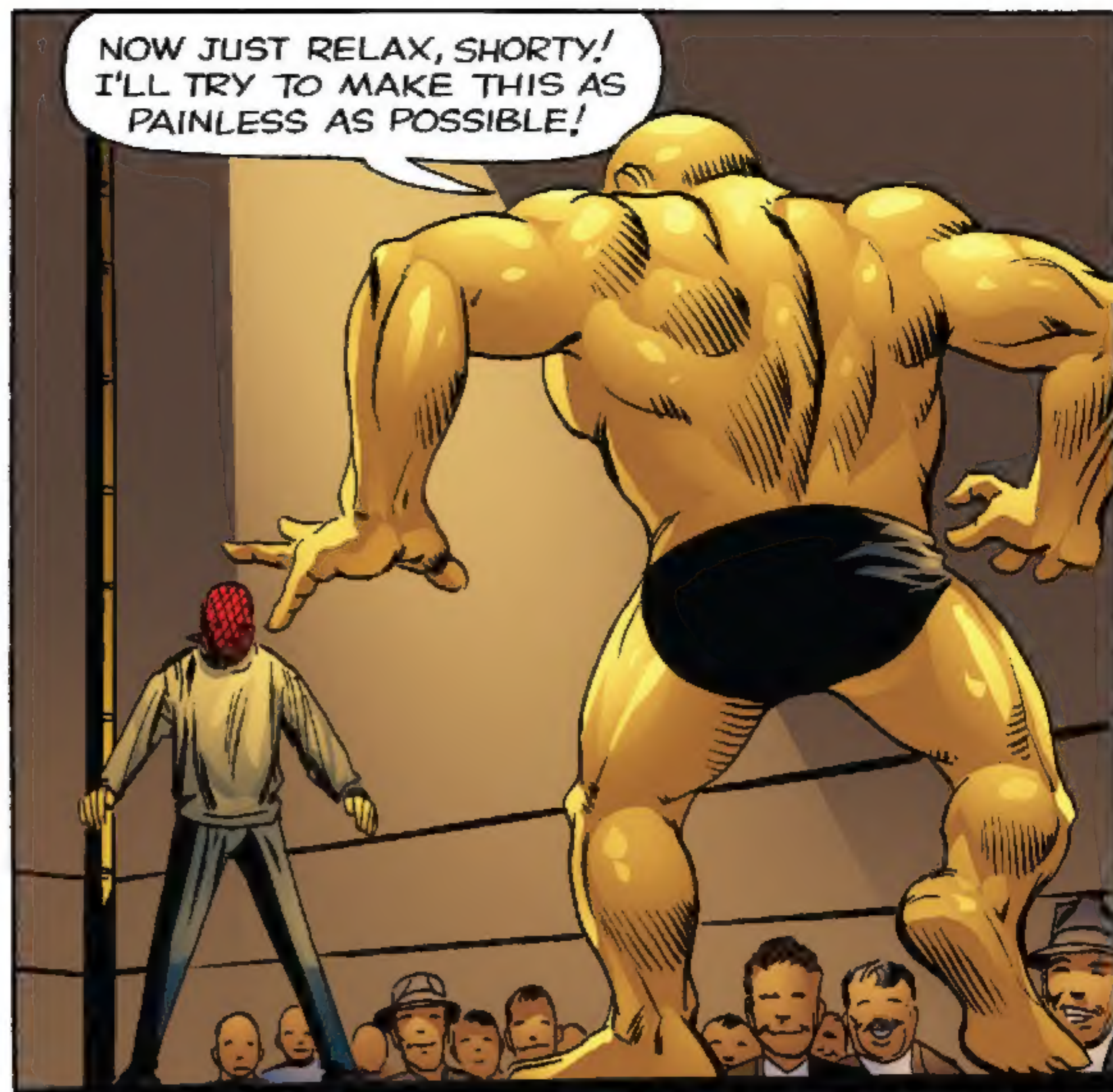
THAT WAS **ONE** EGGHEAD WHO WON'T DAYDREAM ANY MORE WHEN HE CROSSES A STREET!

YOU CAN SAY **THAT** AGAIN!

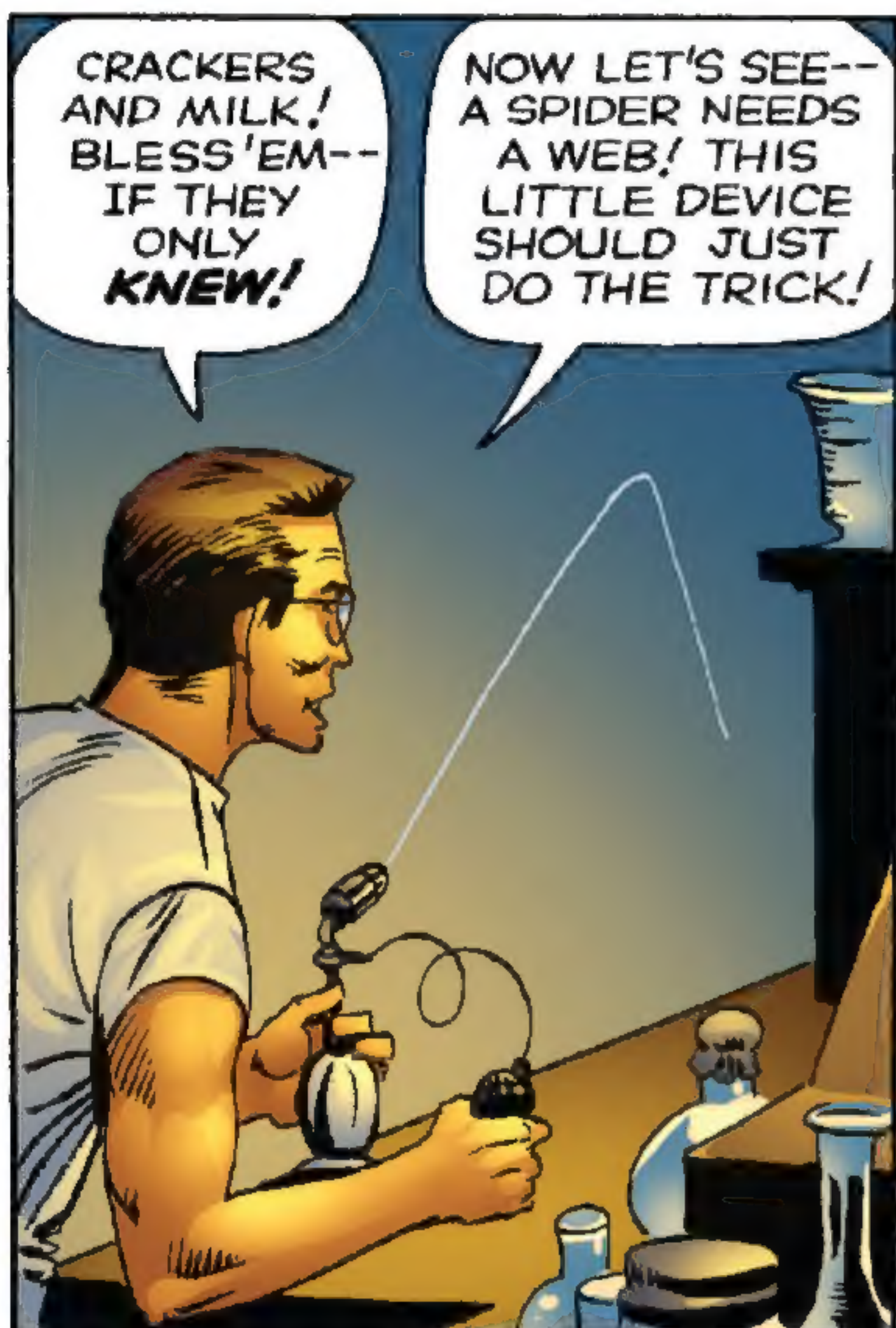
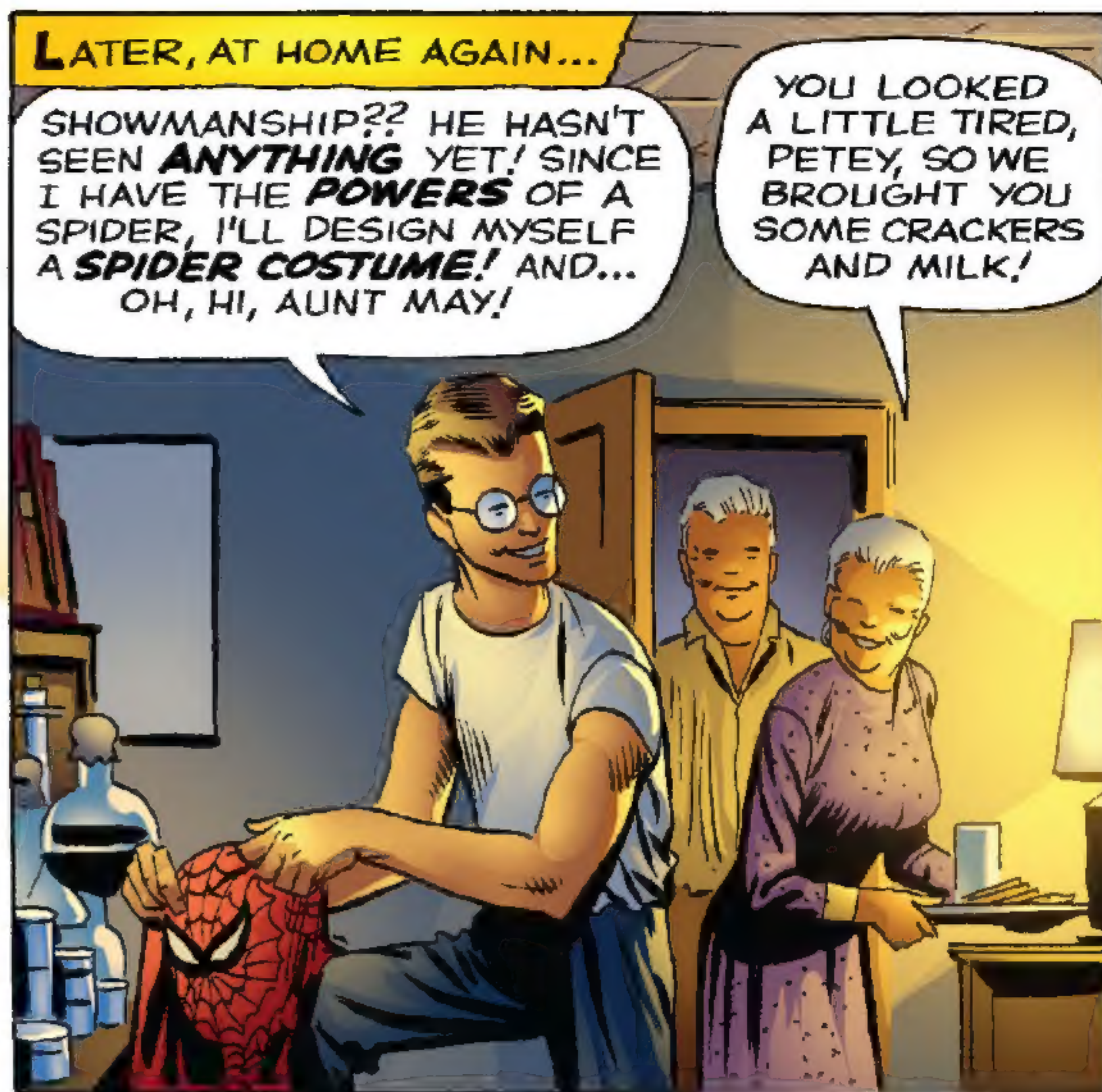














# PART 2

NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO **SPIDERMAN!**

I'M SEEIN' IT WITH MY OWN EYES, AND I **STILL** DON'T BELIEVE IT!



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**SURE** THEY LOOK AMAZED, INCREDIBLE, AWE-STRICKEN! WOULDN'T **YOU???**

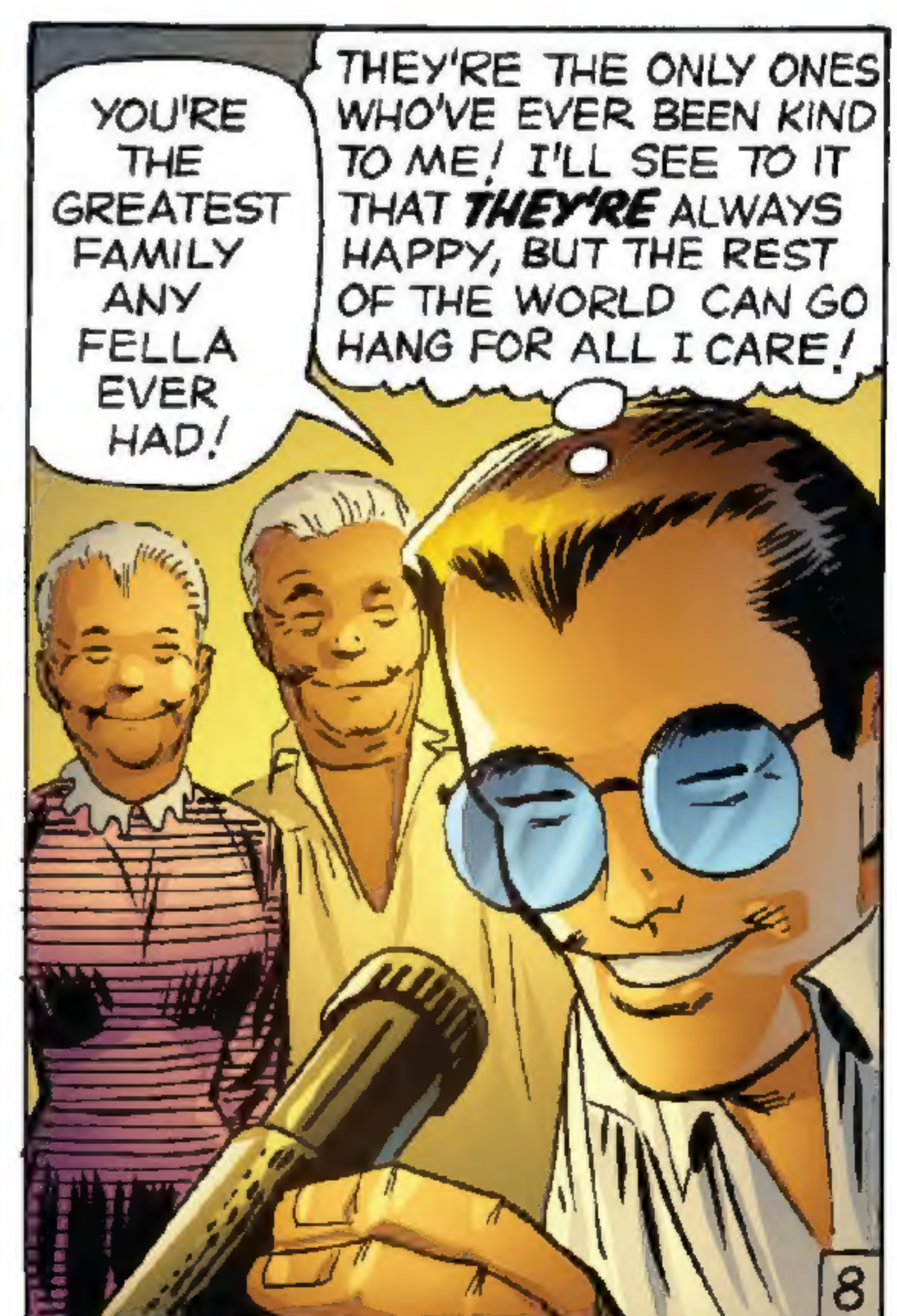
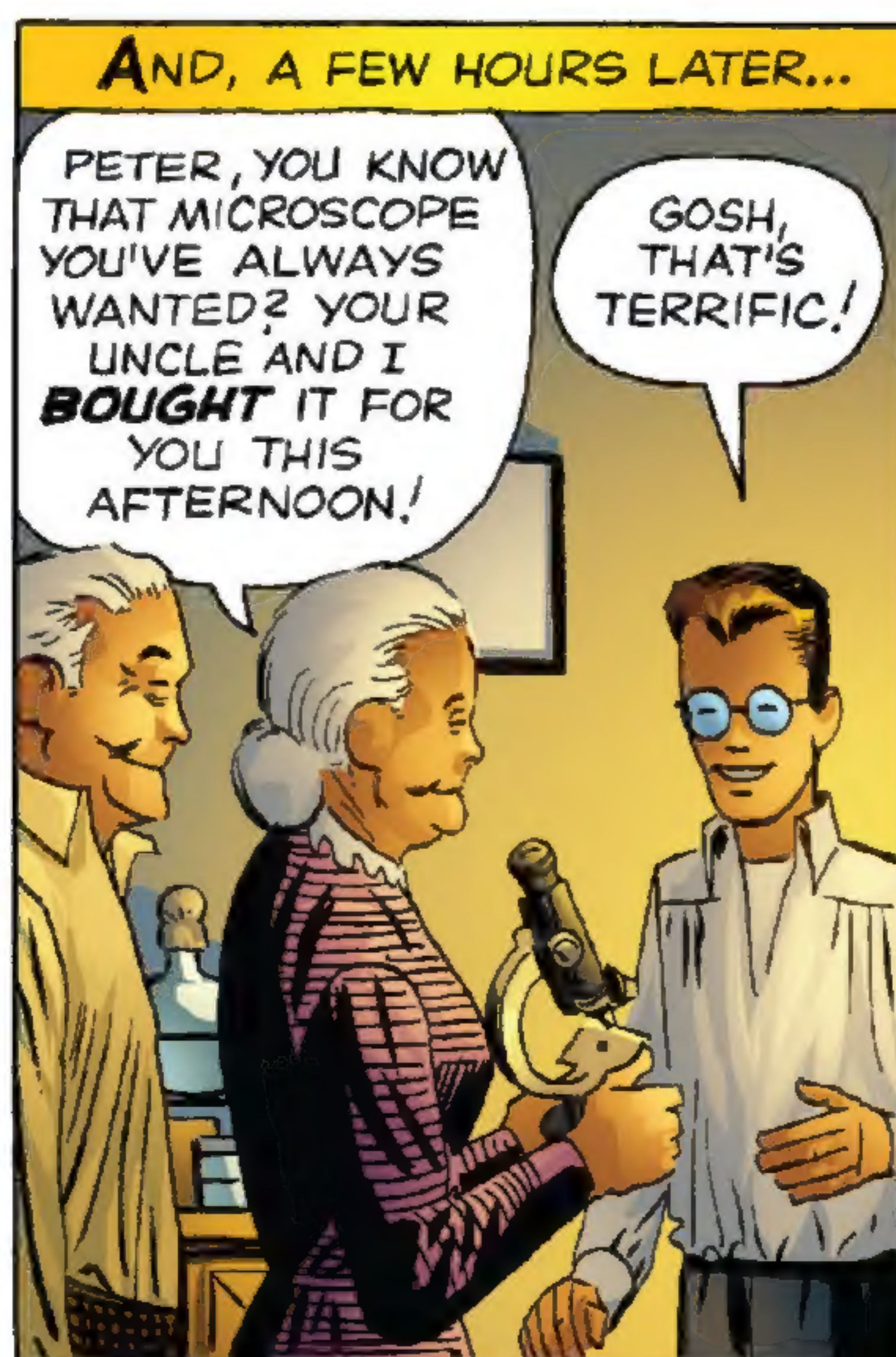


AFTER ALL, WHEN WAS THE LAST TIME **YOU** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???



OKAY, SPIDERMAN-- CUT! THAT'S ENOUGH! DON'T SHOW 'EM **TOO MUCH!** LEAVE 'EM BEGGIN' FOR MORE!







IN THE DAYS THAT FOLLOW, THE **SPIDERMAN** BECOMES THE SENSATION OF THE NATION!



AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...

A POLICE CAR! IN FRONT OF OUR HOUSE! WHAT CAN BE WRONG??



BAD NEWS, SON--YOUR UNCLE HAS BEEN SHOT--MURDERED!

UNCLE BEN --**DEAD!** NO! NO, IT **CAN'T BE!**



WHO DID IT?? **WHO SHOT HIM??**

IT WAS A BURGLAR--YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD! WE'VE GOT HIM TRAPPED! HE'S IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!



YOUR AUNT IS NEXT DOOR--THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--

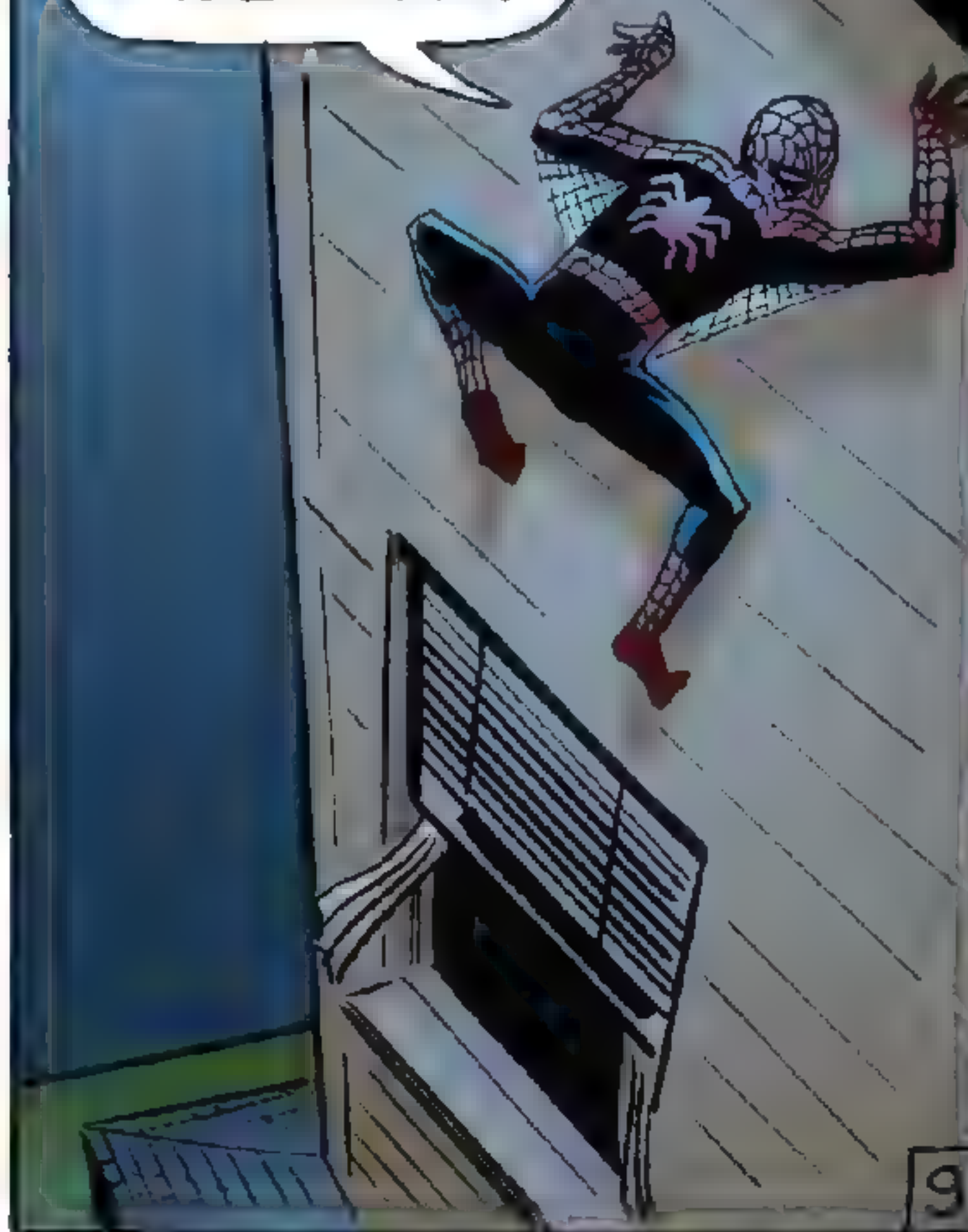
I'VE GOT TO GO! I'VE GOT TO **GET HIM!**



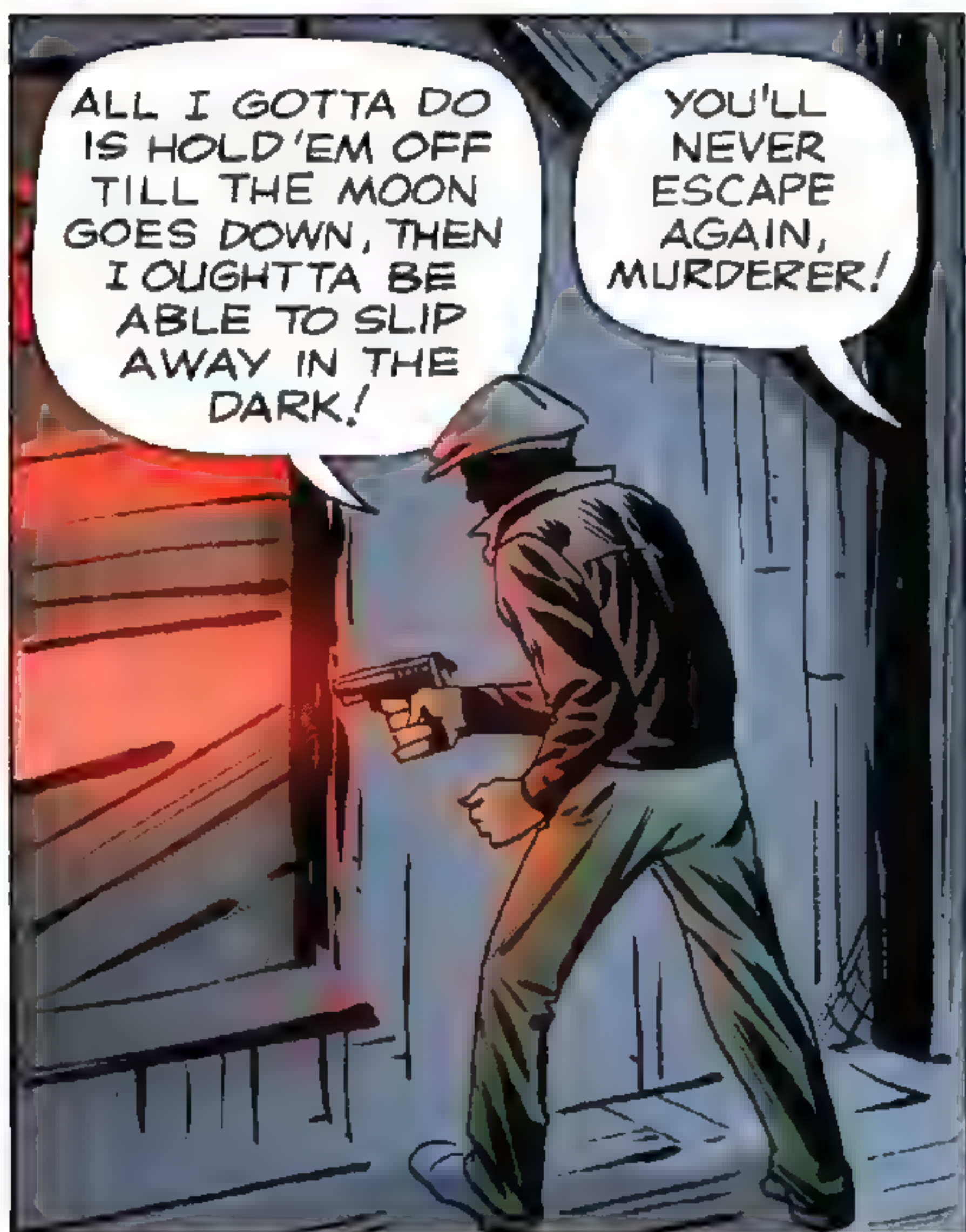
I KNOW THE OLD ACME WAREHOUSE! IT'S BEEN DESERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY, OLD PLACE!



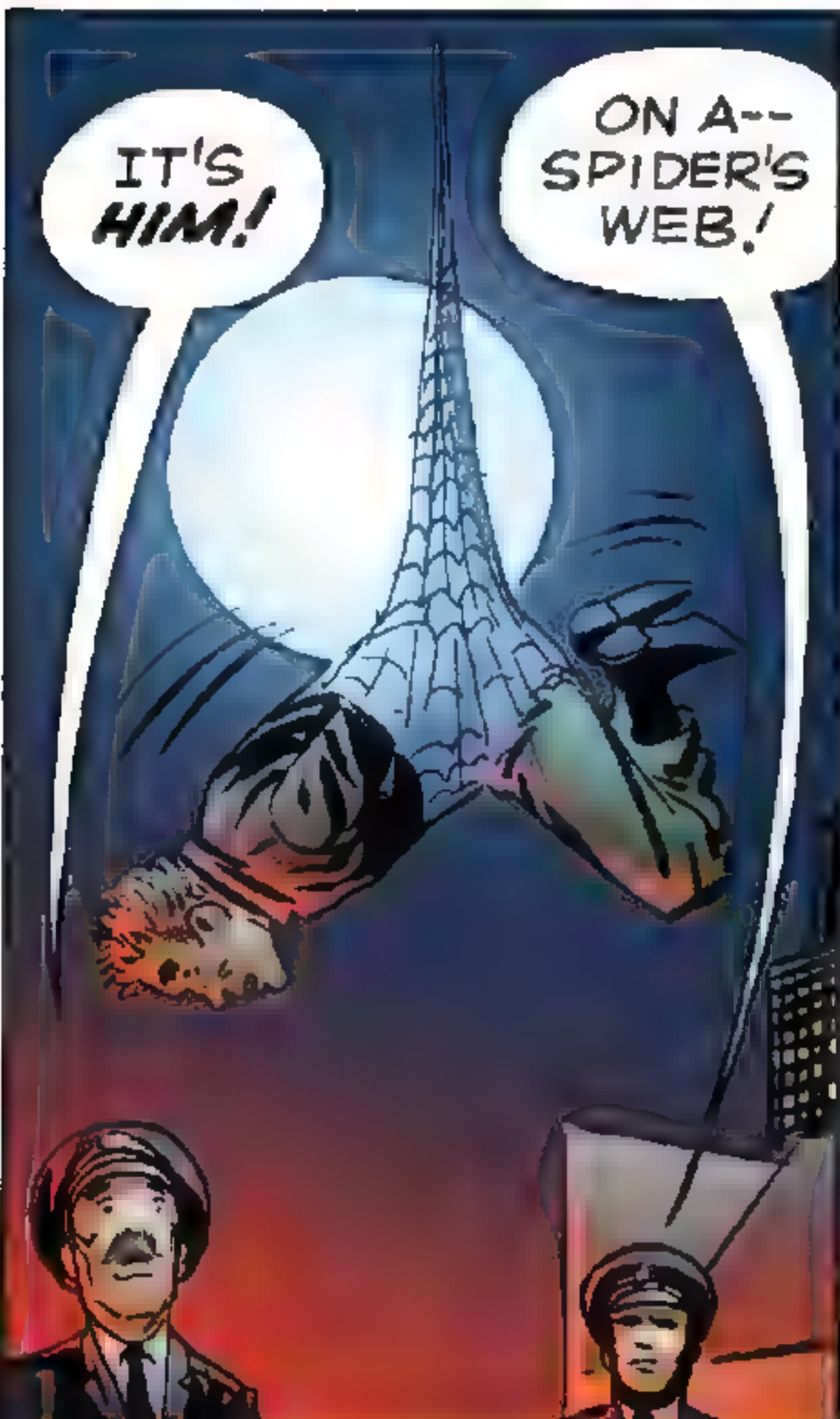
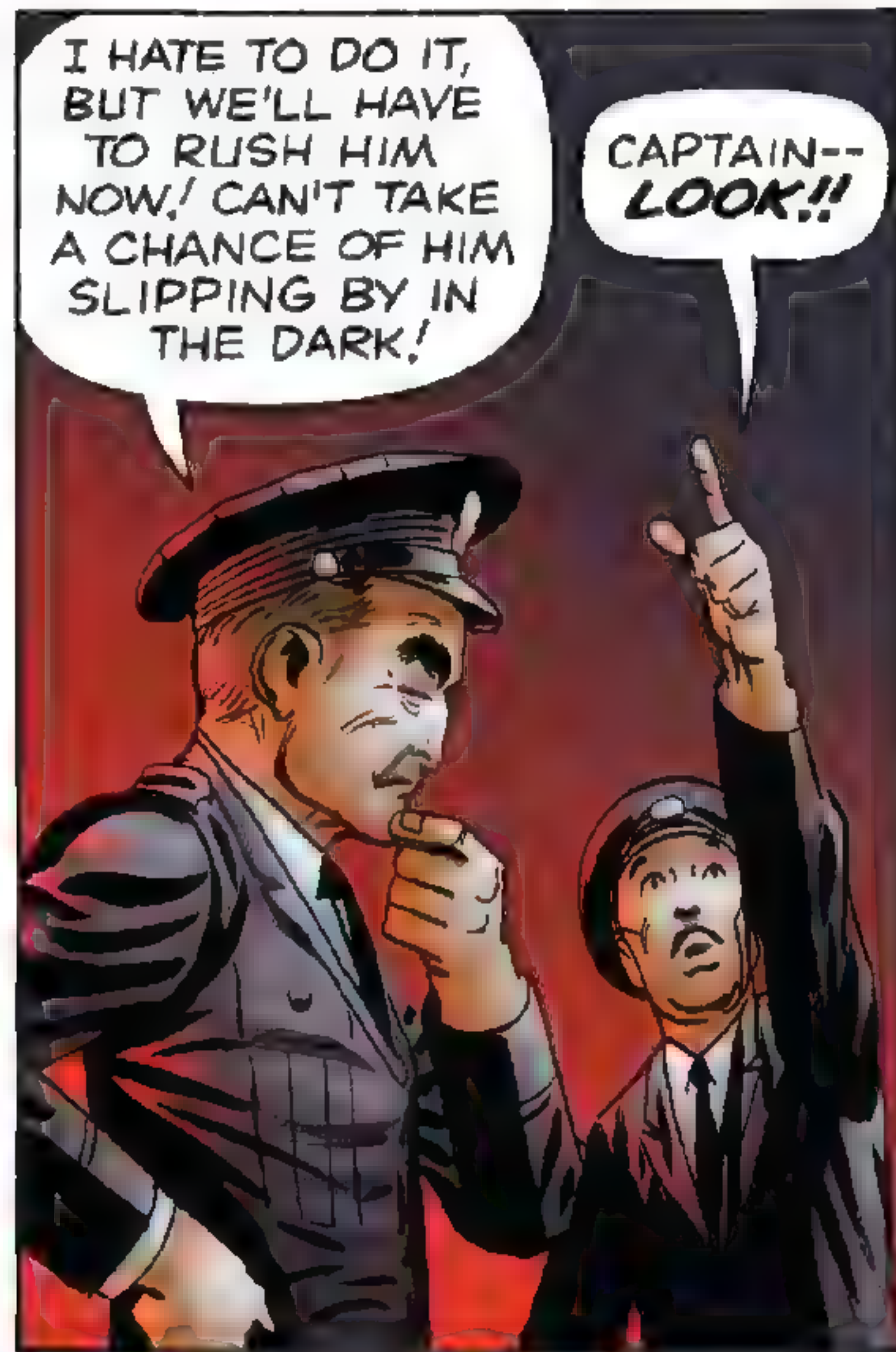
BUT HE WON'T HOLD OFF--**SPIDERMAN!**











BE SURE TO SEE THE NEXT ISSUE OF **AMAZING FANTASY** --- FOR THE FURTHER AMAZING EXPLOITS OF AMERICA'S MOST **DIFFERENT** NEW TEEN-AGE IDOL -- **SPIDERMAN!**

*the End*



# FAN PAGE

## IMPORTANT ANNOUNCEMENT FROM THE EDITOR!

You will notice that the format of AMAZING has been changed. There are a number of reasons for this, and we want to take you, our valued readers, into our confidence.

We hate to throw in the towel, but we find that it is simply impossible to produce a magazine like AMAZING each and every month, containing five highly original and carefully plotted stories, without the quality eventually beginning to suffer. Rather than risk losing your confidence, we have decided to change AMAZING in such a way that it will STILL present the finest in fantasy — but in a different way!

As you can see, we are introducing one of the most unusual new fantasy characters of all time — The SPIDERMAN, who will appear every month in AMAZING. Perhaps, if your letters request it, we will make his stories even longer, or have TWO Spiderman stories per issue.

Also, we are discontinuing our contents page, as many of you have requested. We feel your point is well taken — you would prefer us to make one of the stories a page longer instead.

Finally, we are omitting the word ADULT from our masthead. A number of our teen-age readers have written to say that it makes them feel a bit awkward to buy a magazine which seems to be written exclusively for older readers. We never expected such a reaction, but we certainly don't want to embarrass ANY of our loyal readers.

And there you have it — our new editorial policy, and the reason we have undertaken it. Naturally, we are most anxious to have your opinions, and will be waiting eagerly for your letters. Rest assured that, although it is impossible for us to answer your letters personally, we carefully read each and every one, and are guided by your desires when we edit our magazine!

*Unfortunately, we have no room in this issue for many of your interesting letters, but we want to specially thank the following fans for their helpful suggestions and comments: Michael Snell, Milford, Mass.; Jeff Allen, S. Miami, Fla.; Patrick Geary, APO 12, N. Y.; C. W. Parsons, Detroit, Mich.; Michael Geller, Paterson, N. J.; Daniel Cole, Alberta, Canada; Margaret Ingalls, Arlington, Va.; Gregory Christiano, Bronx, N. Y.; Peter Panagiotis, Cranston, R. I.; Chris Uszler, Milwaukee, Wisc.; Paul Walker, McConnelsville, Ohio; Robert Zeck, Minneapolis, Minn.; Michael Siegel, Bronx, N. Y.; Dmytro Zupnyk, Chisholm, Minn.; Eugene Chan, San Francisco, Cal.; G. B. Love, Miami, Fla.; Tom Joyce, Bklyn., N. Y.; Mark Lamberti, Wichita, Kan.; Dullum and Walter, Portland, Ore.; Britt W. Barrett, Norfolk, Va. — and the many, many other loyal fans whose names we shall try to print in future issues.*

**And now, here is our AMAZING SCOREBOARD, which will give you a chance to compare your favorite stories with those of our other readers:**

**FAVORITE STORY:** (By more than 300 votes)  
"SOMETHING FANTASTIC"  
(The first time a 3-pager has ever scored so heavily)

**RUNNER UP:** "THE LIVING STATUES"

**OTHERS, IN ORDER OF VOTES CAST:**  
"Melvin and the Martian"; "The Plague"; "I, the Gargoyle"

*More fantasy and surprises  
next issue — don't miss it!  
And, until then, send YOUR  
letter to:*

**THE EDITOR  
AMAZING FANTASY  
THIRD FLOOR  
655 MADISON AVE.  
NEW YORK 21, N. Y.**



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# the AMAZING SPIDER-MAN

THE  
FANTASTIC FOUR  
THINK I'M TRAPPED!  
BUT THEY DON'T  
SUSPECT MY  
REAL POWER!

2  
GREAT  
FEATURE-LENGTH  
SPIDER-MAN  
THRILLERS!



EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS  
"the **CHAMELEON STRIKES!**"



# SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE • COLORS: JEAN-FRANCOIS BEAULIEU

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY** #15 AUG. SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE. A BRIEF SUMMARY FOLLOWS...

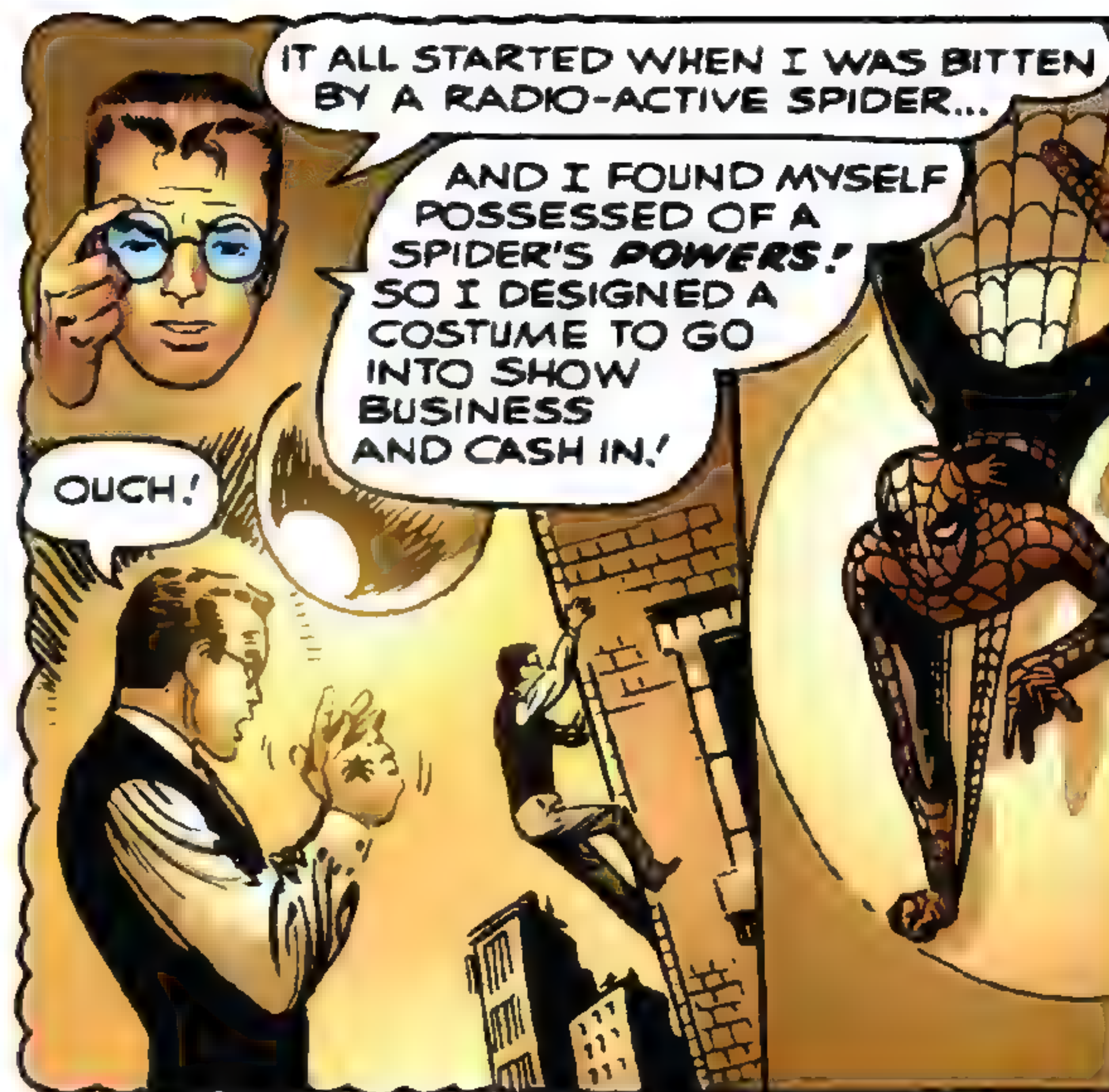
**FREAK!**  
**PUBLIC**  
**MENACE!**



**S**URE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE...  
**SPIDERMAN!**



OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY **KNEW!**



"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"



"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"



"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"



AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!

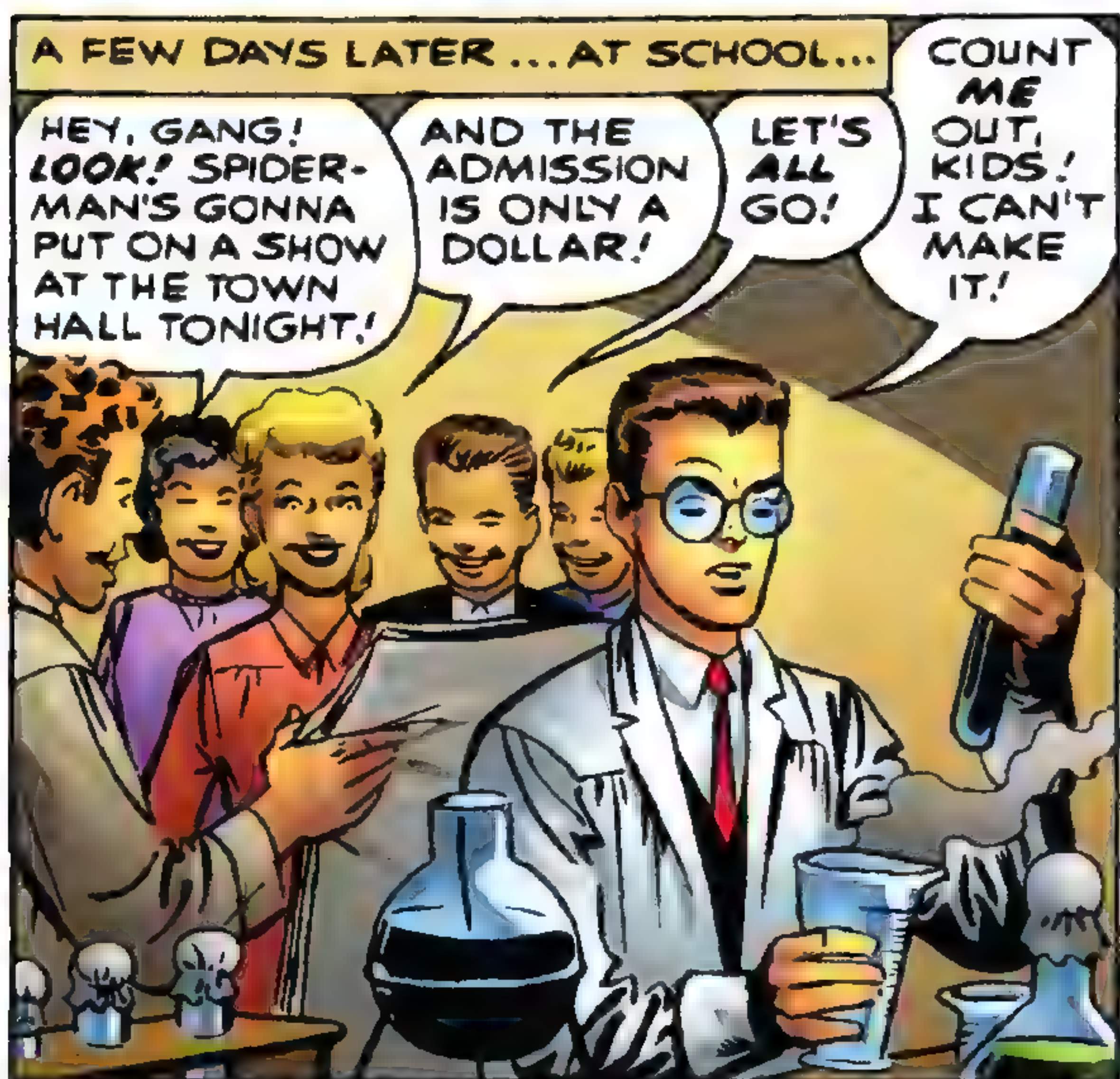
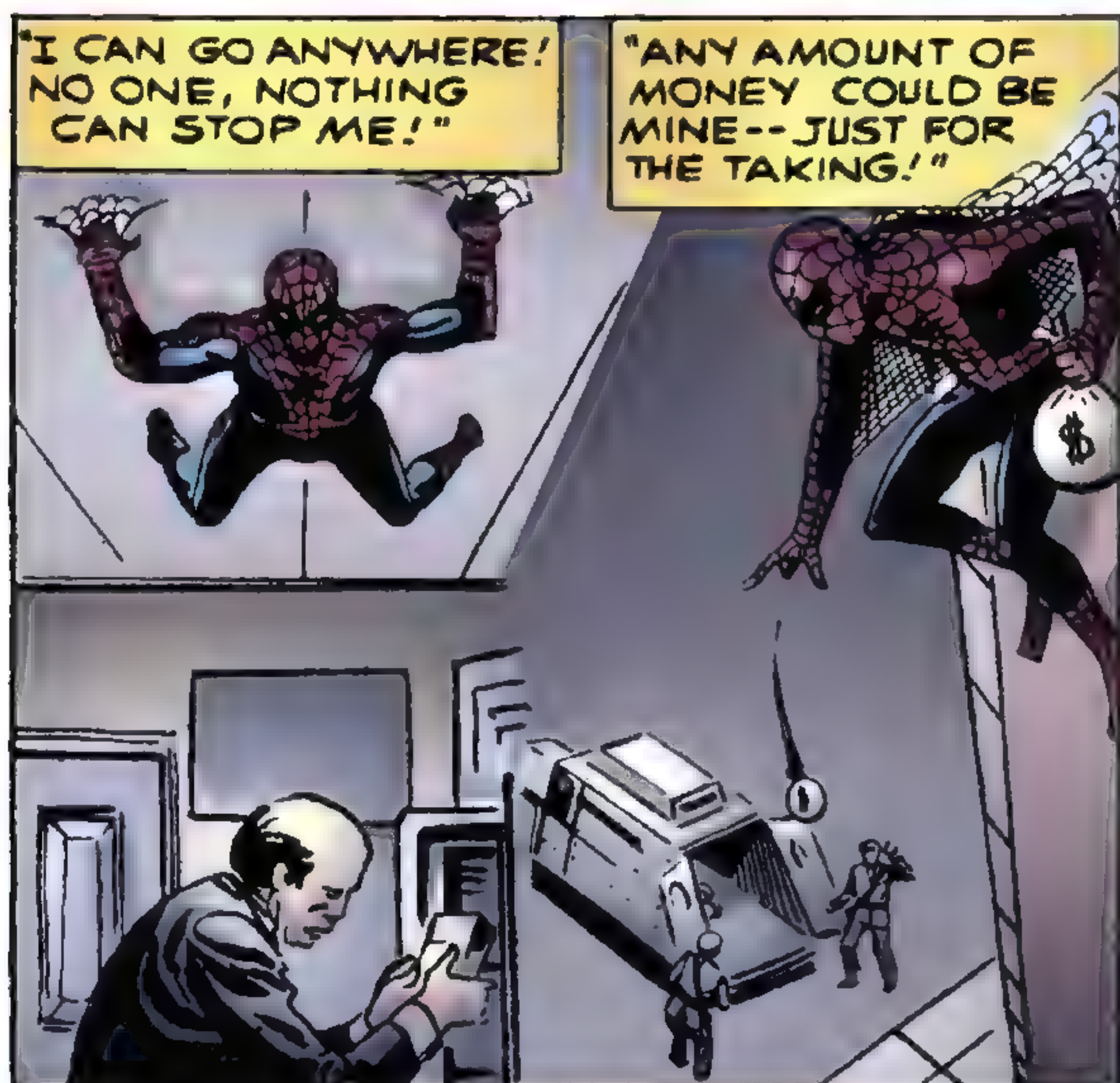
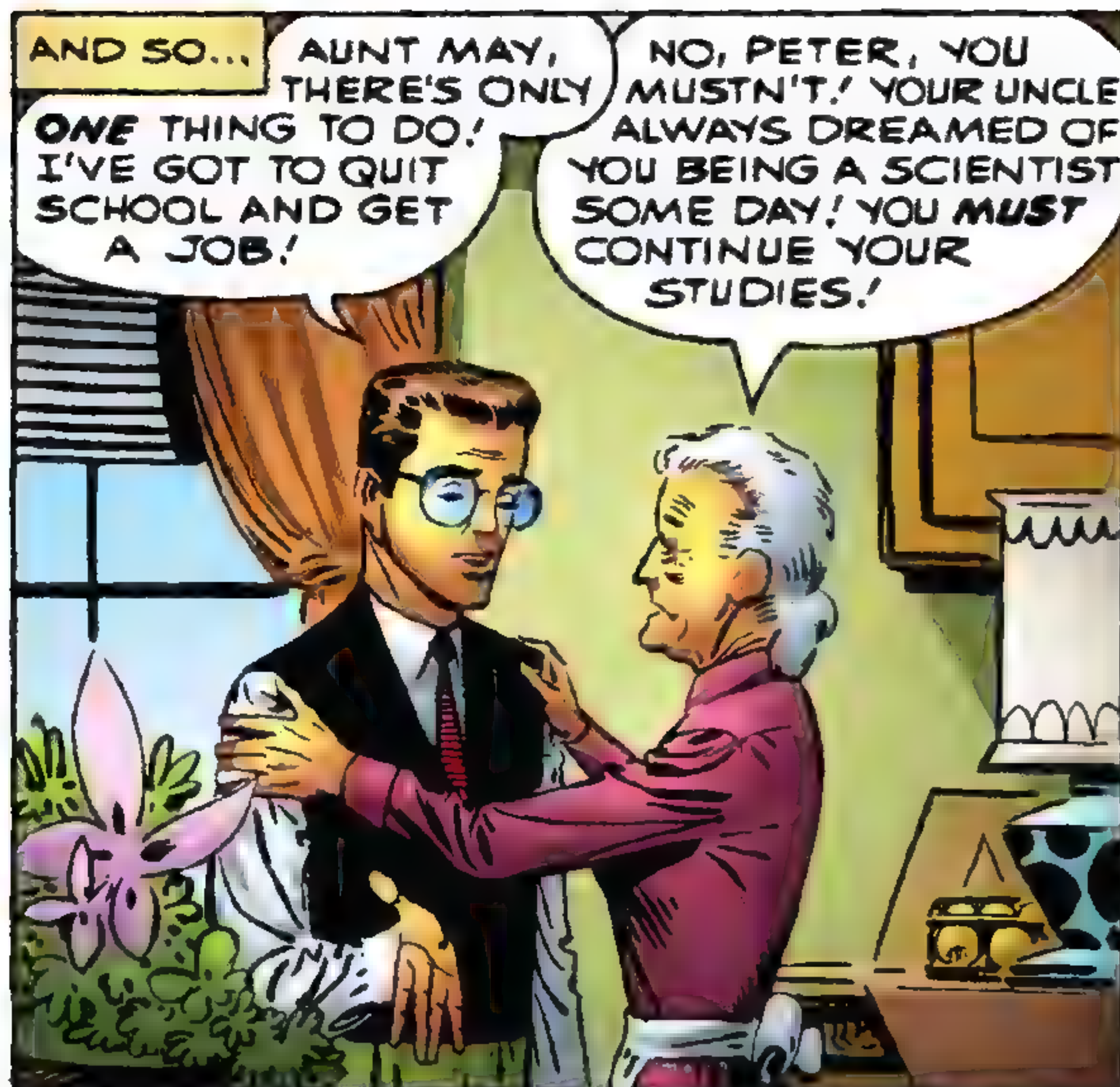


AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!

PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT **NEXT WEEK**, IF YOU'LL ONLY WAIT!









THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE **REAL REASON** THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...



FINALLY, AFTER THE SHOW...

IT'S TIME TO PAY YOU, SPIDERMAN, BUT I CAN'T GIVE YOU CASH! I'VE GOT TO GIVE YOU A CHECK, SO THERE'S A RECORD FOR TAXES! WHAT NAME SHOULD I WRITE THE CHECK OUT TO?

NAME?? I CAN'T TELL YOU MY REAL NAME! **NO ONE** MUST KNOW MY IDENTITY!

JUST MAKE OUT THE CHECK TO **SPIDER-MAN!**

OKAY, YOU'RE THE BOSS! BUT YOU'LL HAVE A MIGHTY TOUGH TIME CASHING IT!

A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST **SEE** ABOUT THAT!

I'D LIKE TO CASH THIS CHECK!

I'LL HAVE TO SEE SOME IDENTIFICATION!

WHAT ABOUT MY **COSTUME?**

DON'T BE SILLY! **ANYONE** CAN WEAR A COSTUME! DO YOU HAVE A SOCIAL SECURITY CARD, OR A DRIVER'S LICENSE IN THE NAME OF SPIDERMAN??

N-NO-- I DON'T!

BUT, AS SPIDER-MAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL **MORE** TROUBLE FOR HIM!

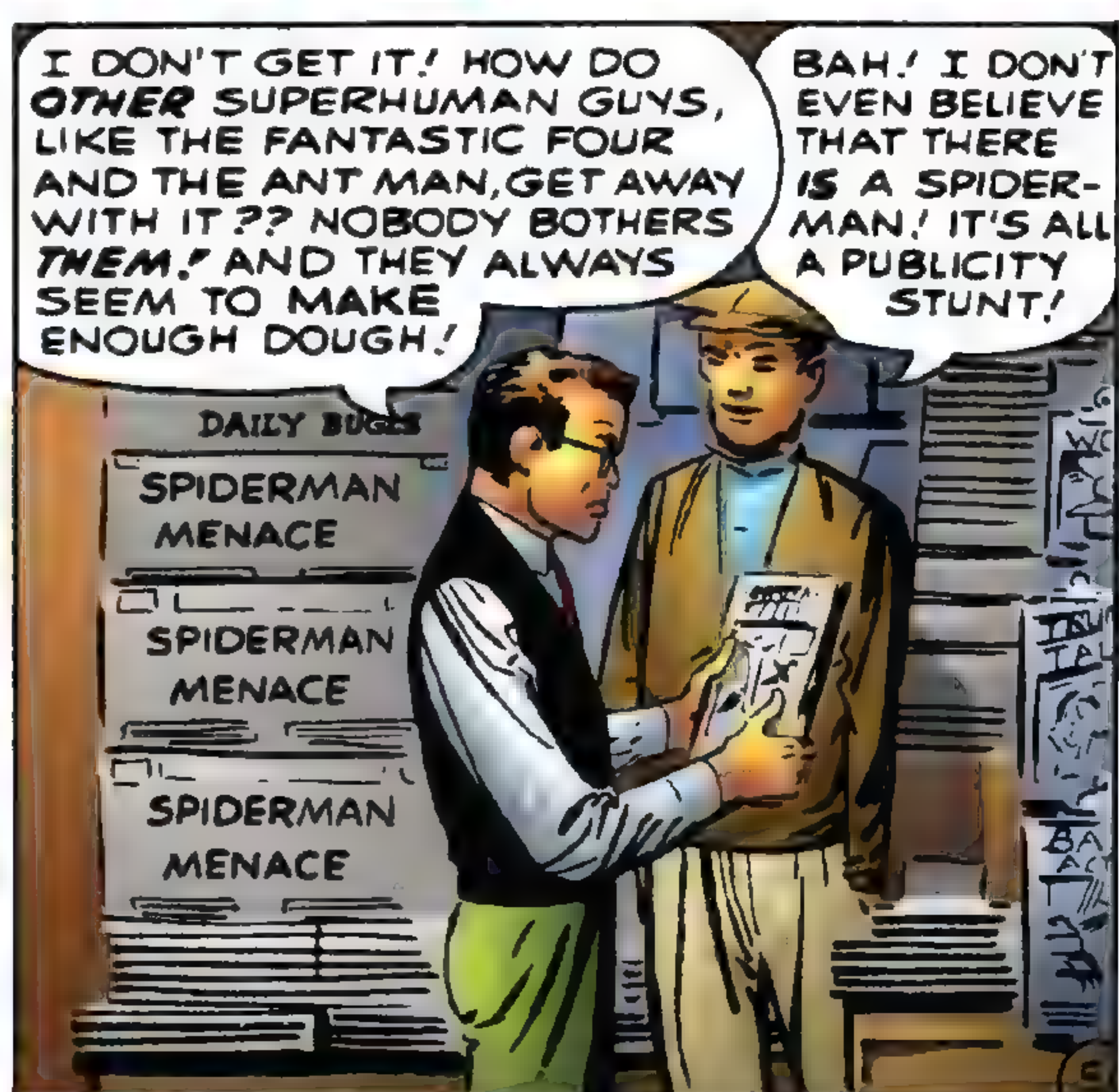
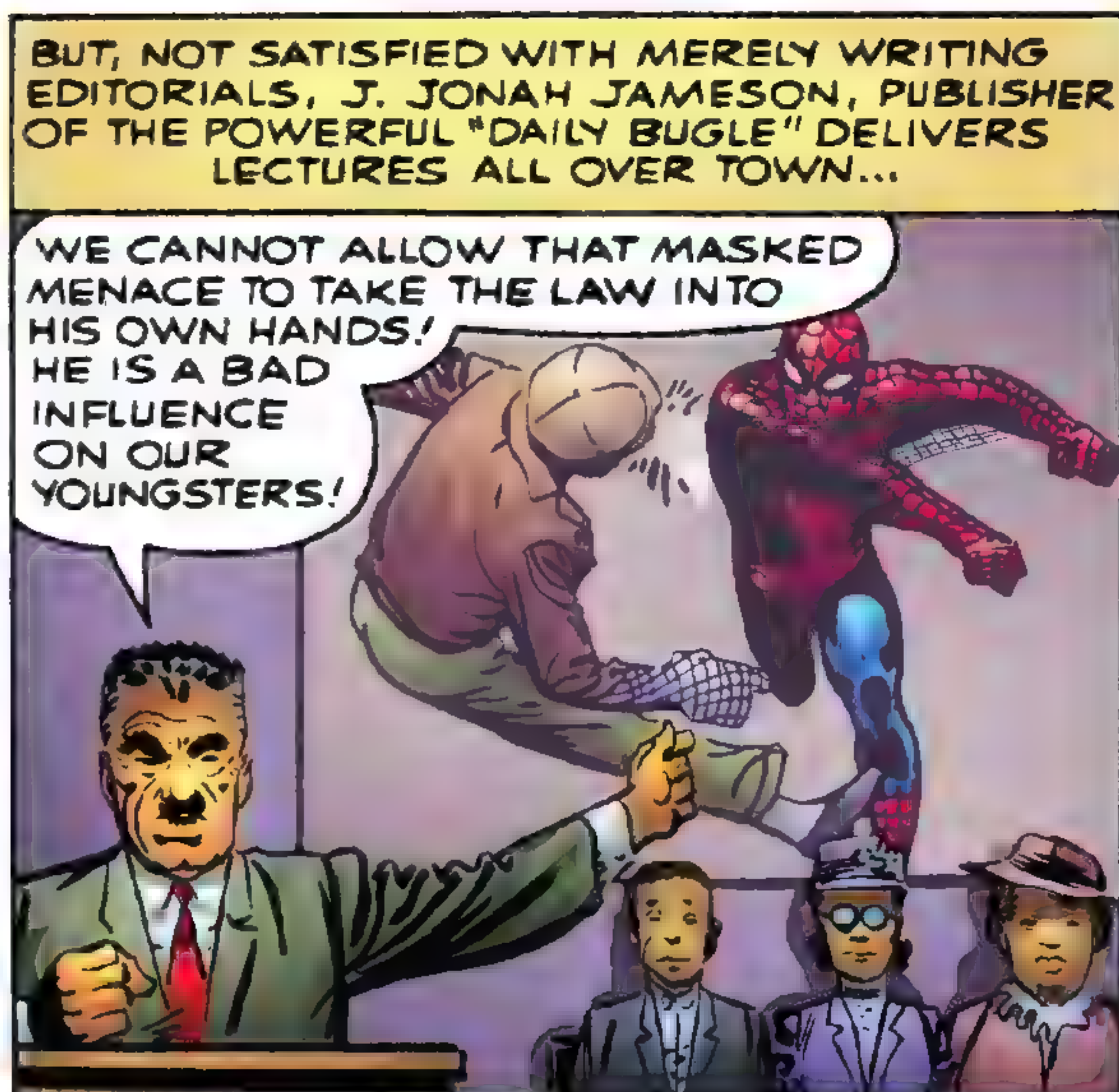
WHEN I'M THRU WITH THIS ARTICLE, SPIDERMAN WILL BE RUN OUT OF TOWN!

AND, THE NEXT NIGHT...

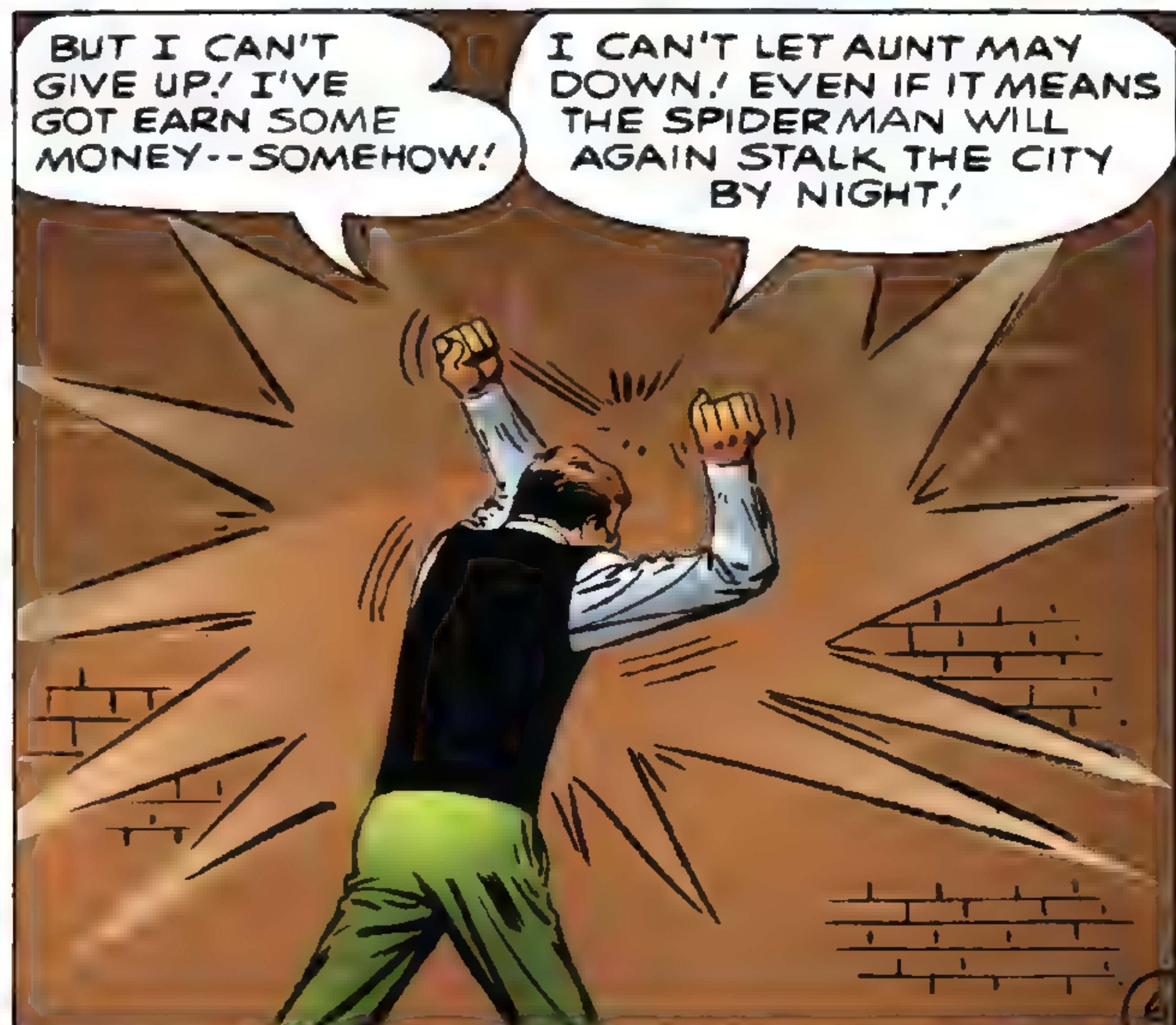
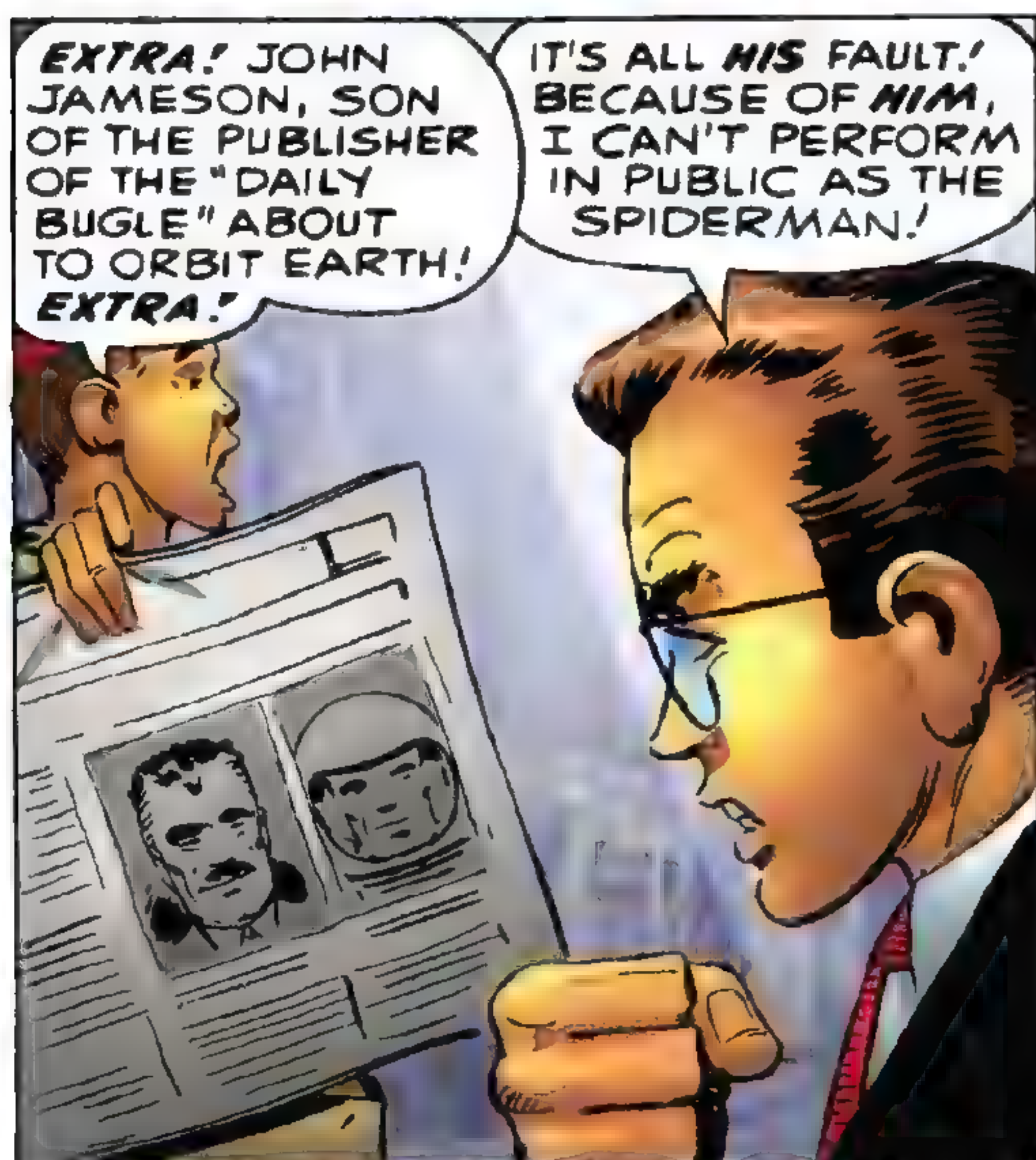
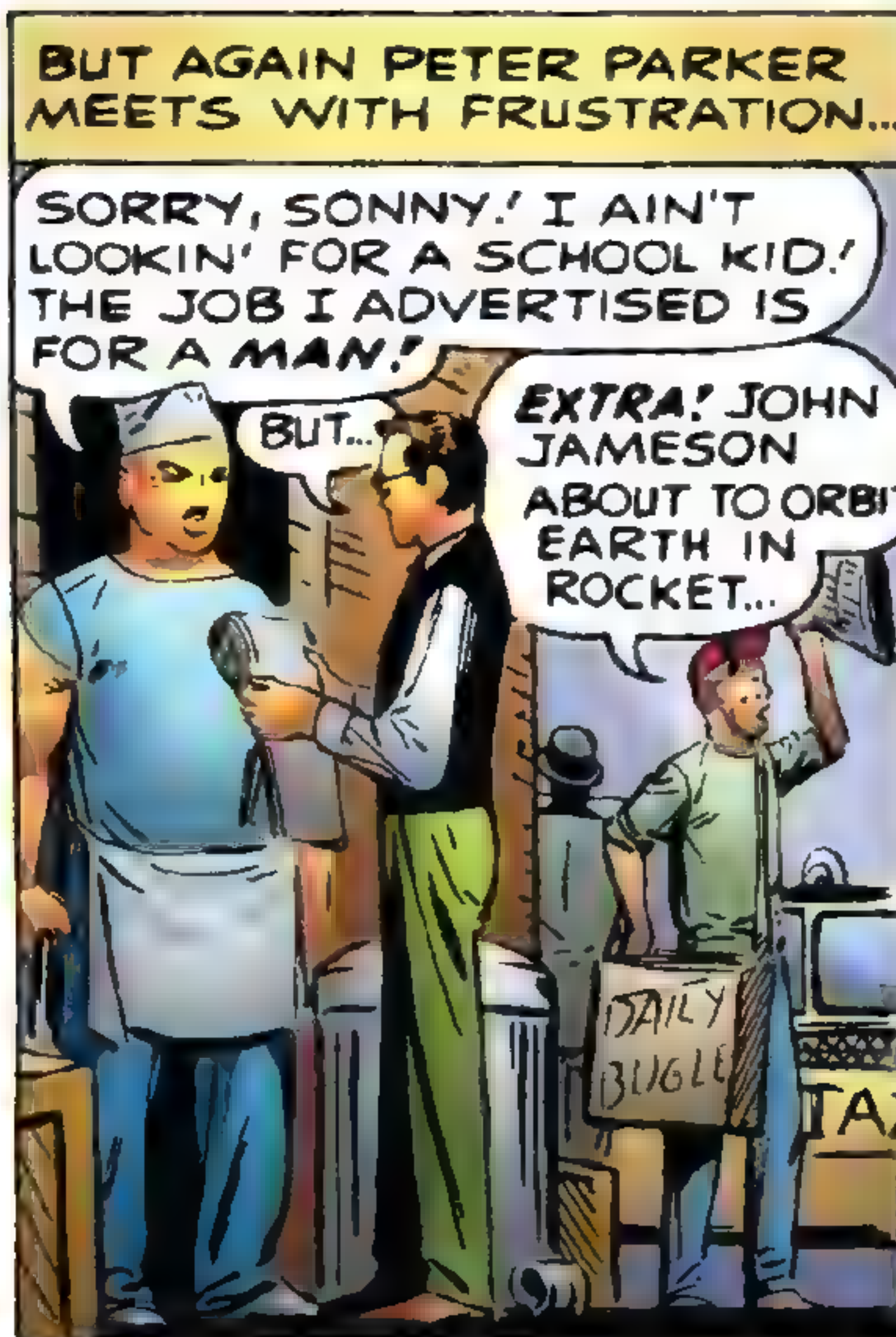
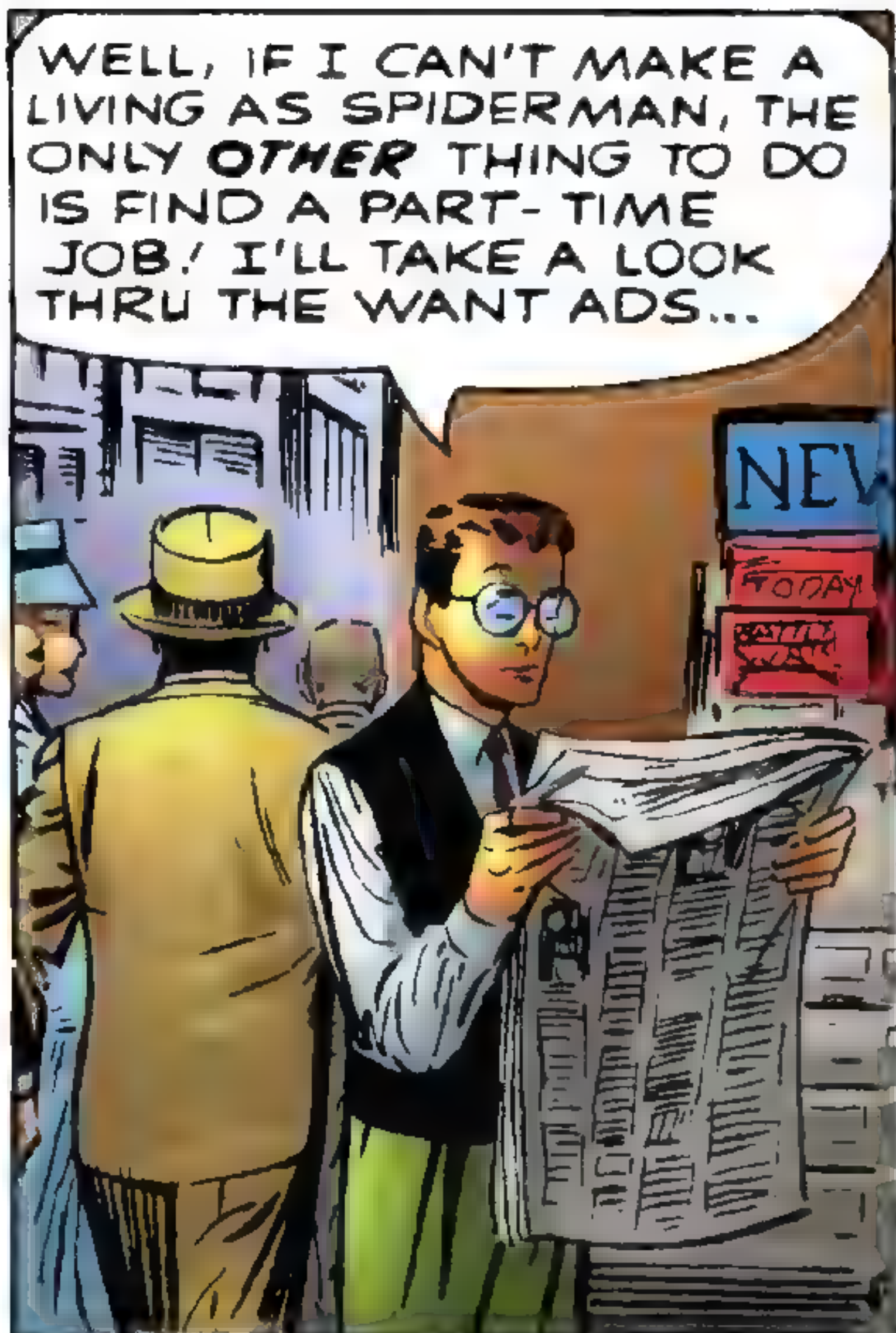
MIGHT AS WELL GO ON BACK WHERE YOU CAME FROM, SPIDERMAN! THERE'LL BE NO SHOW TONIGHT-- OR **ANY** NIGHT!

WHAT? WHY? WHAT HAPPENED?











# SPIDER-MAN

NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON!

**PART  
2**

IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF *THOSE* BABIES!

I'LL BET EVEN **SPIDER-MAN** WOULD THINK TWICE BEFORE VOLUNTEERING FOR *THIS* RIDE, HUH?

I SUPPOSE SO...

FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!



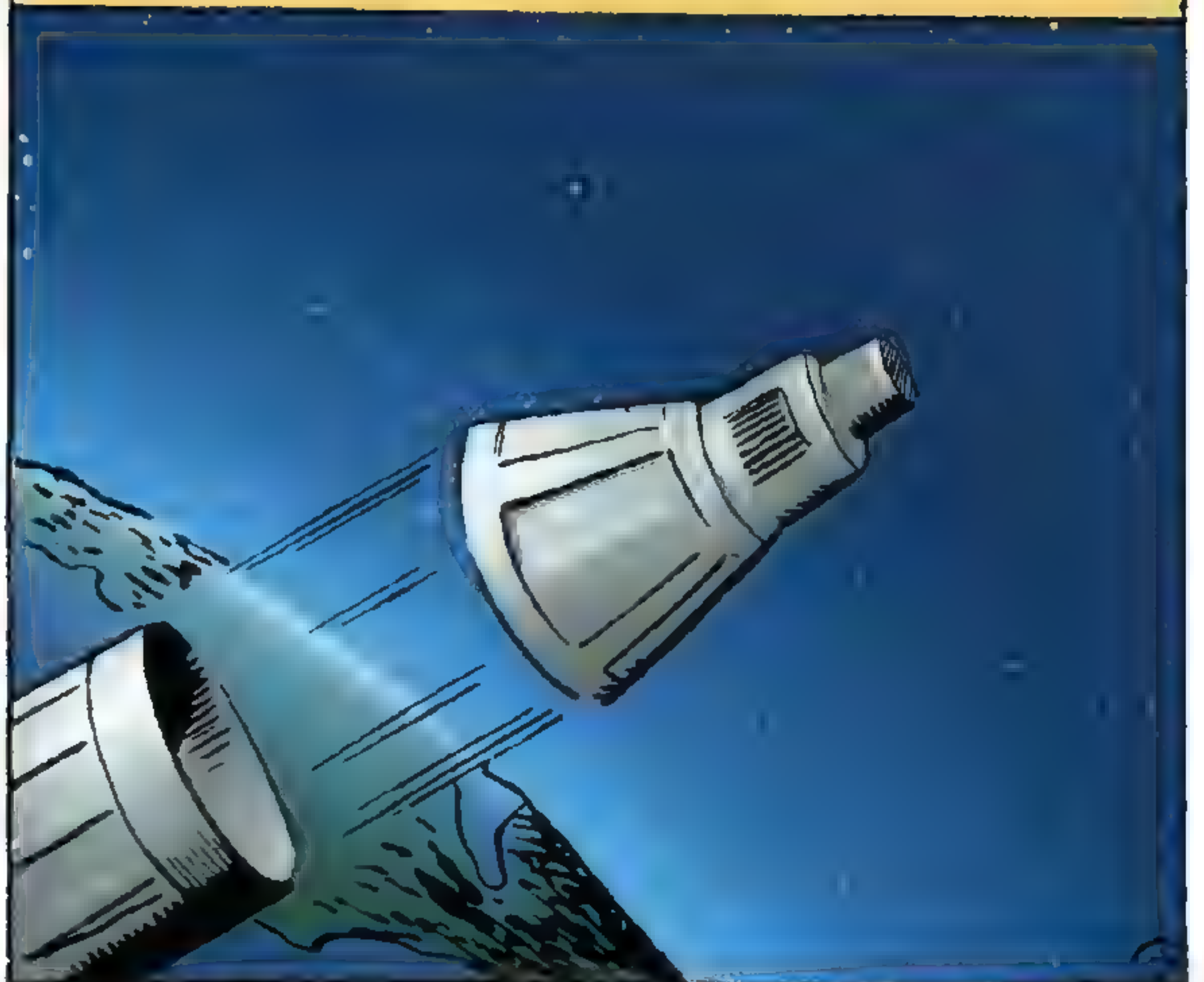
THIS IS IT, JOHN! MAKE YOUR COUNTRY PROUD OF YOU, SON-- AS PROUD AS I, YOUR FATHER, AM TODAY!

I'LL DO MY BEST, DAD-- I PROMISE!

GOOD LUCK TO YOU, BOY!

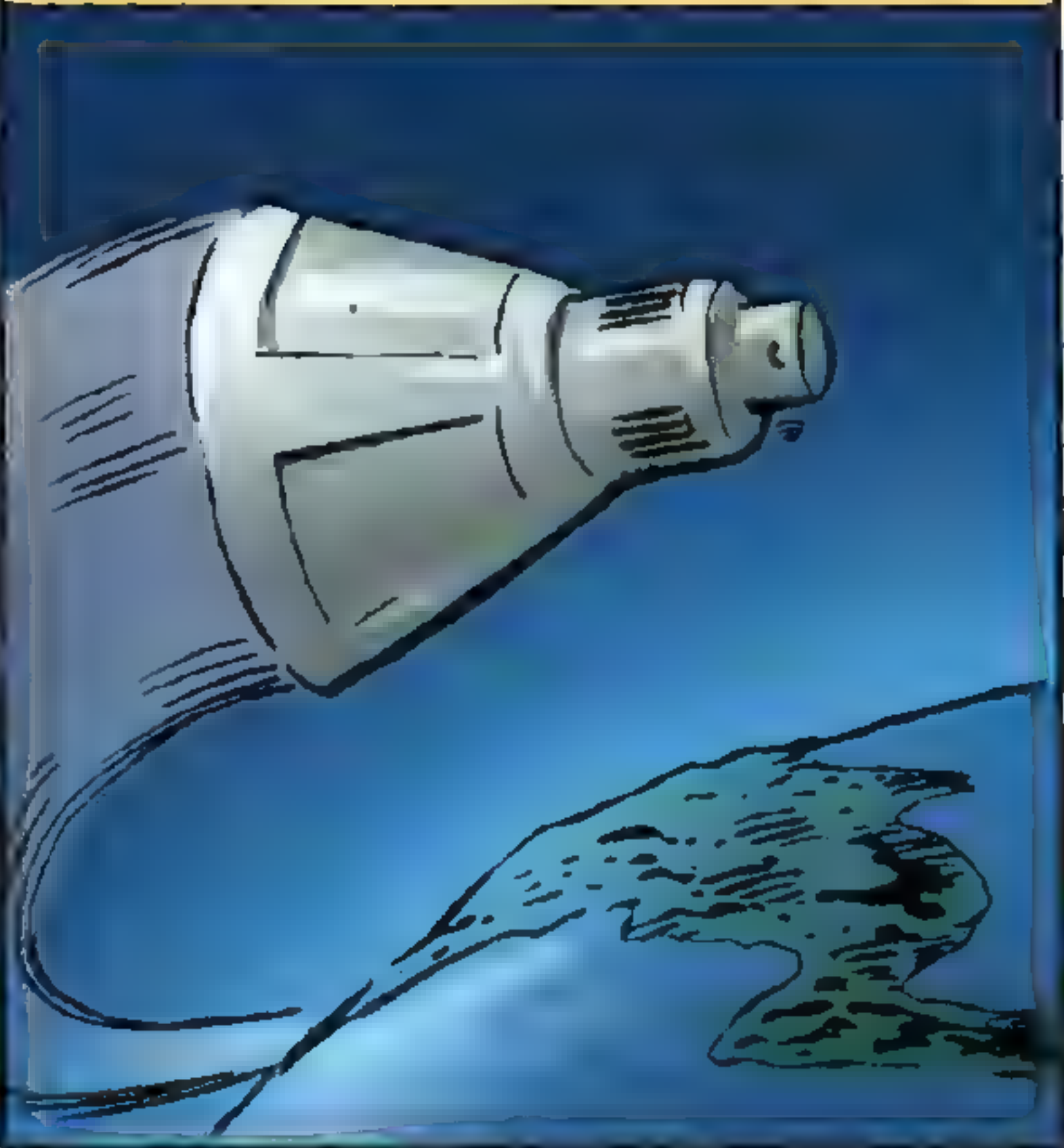


MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...





BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...



WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!



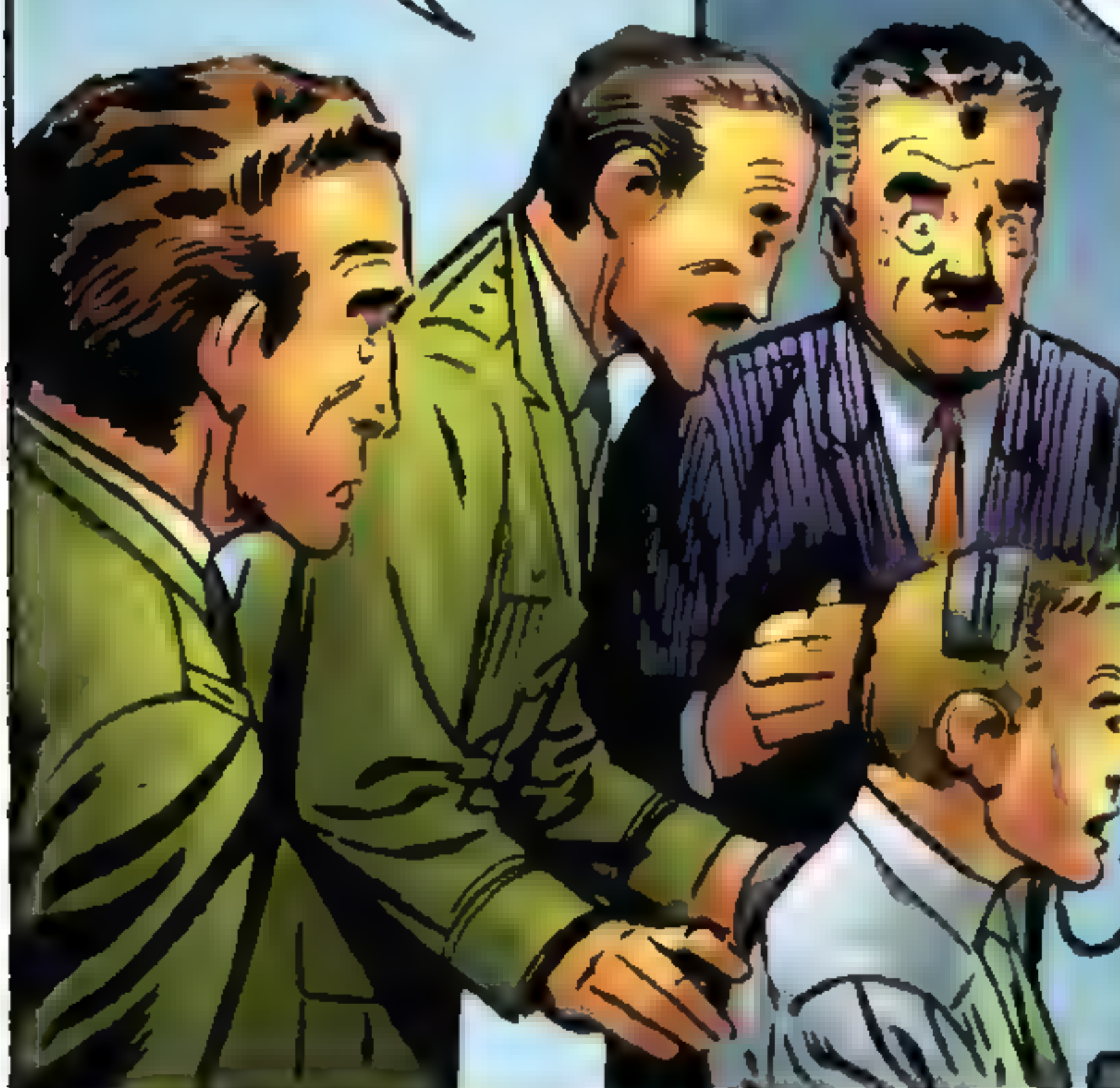
SOMETHING'S WRONG! I CAN'T CONTROL HER!

THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!



MEANWHILE, MILES AWAY...

WHAT IS IT? WHAT WENT WRONG?



CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION **RED!**

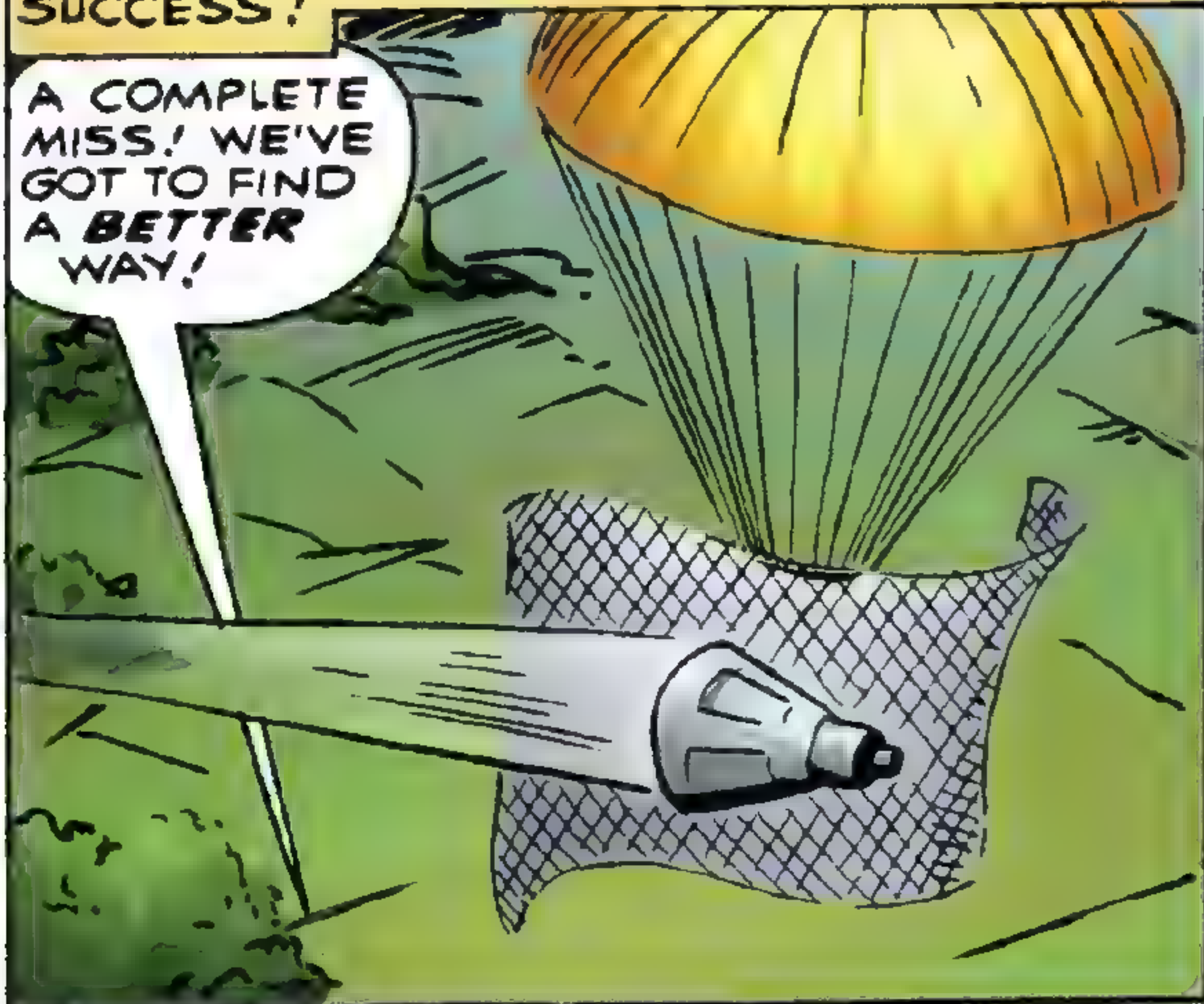
WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!



GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND **SOME** WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!

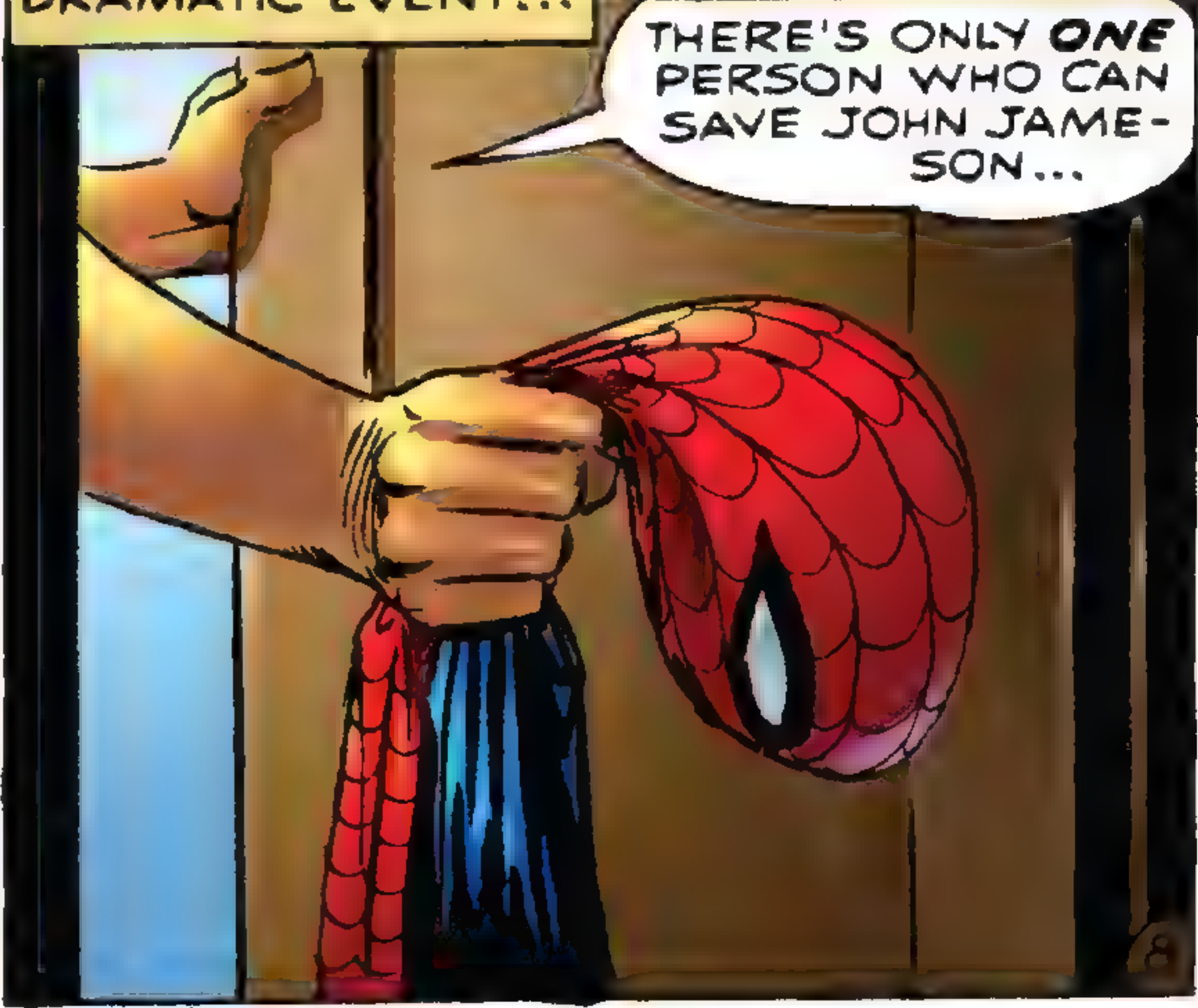
ACTION WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!

A COMPLETE MISS! WE'VE GOT TO FIND A **BETTER** WAY!

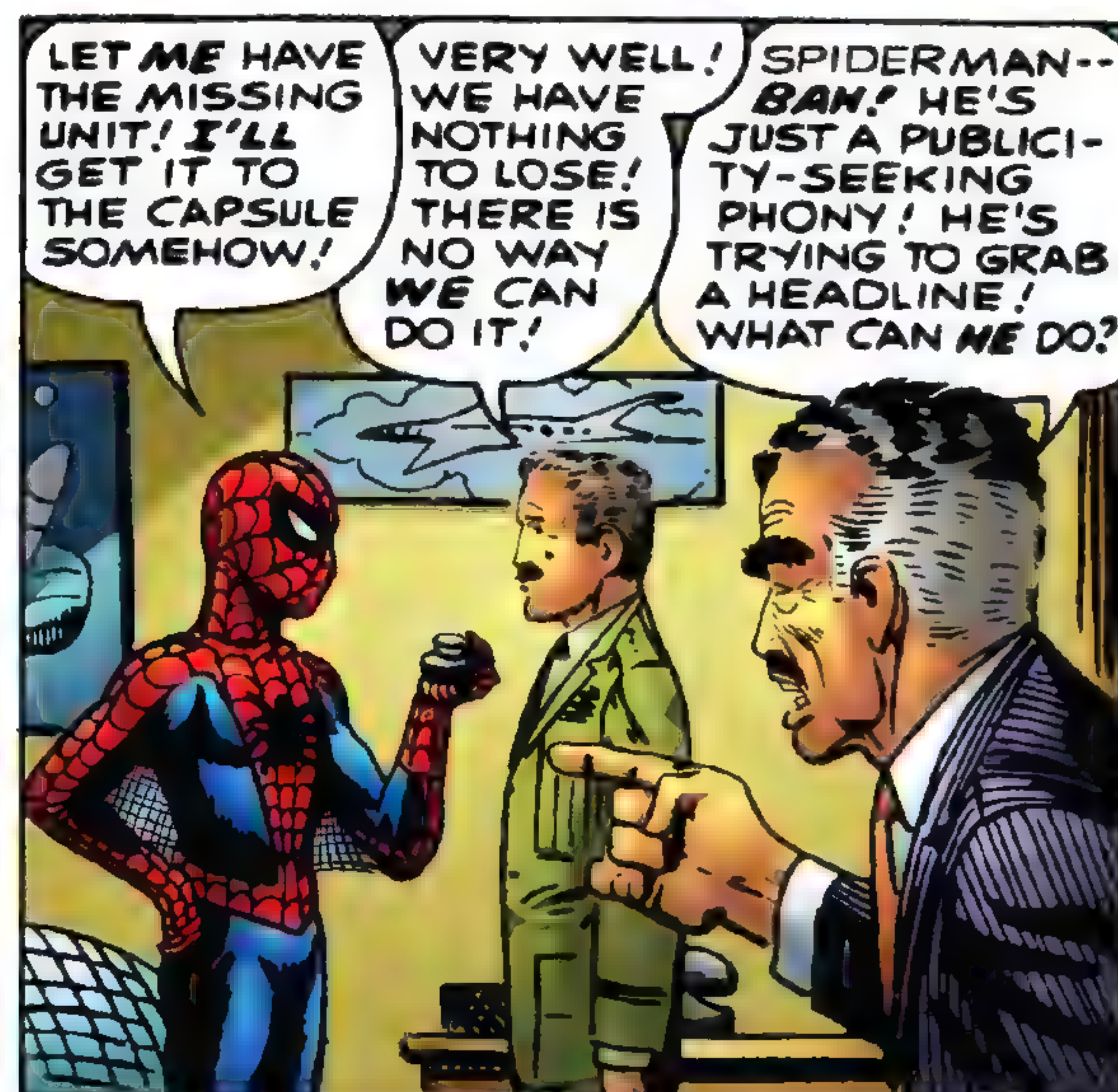


WHILE, UNSUSPECTED BY ALL, A BETTER WAY **DOES** EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...

THERE'S ONLY **ONE** PERSON WHO CAN SAVE JOHN JAMESON...



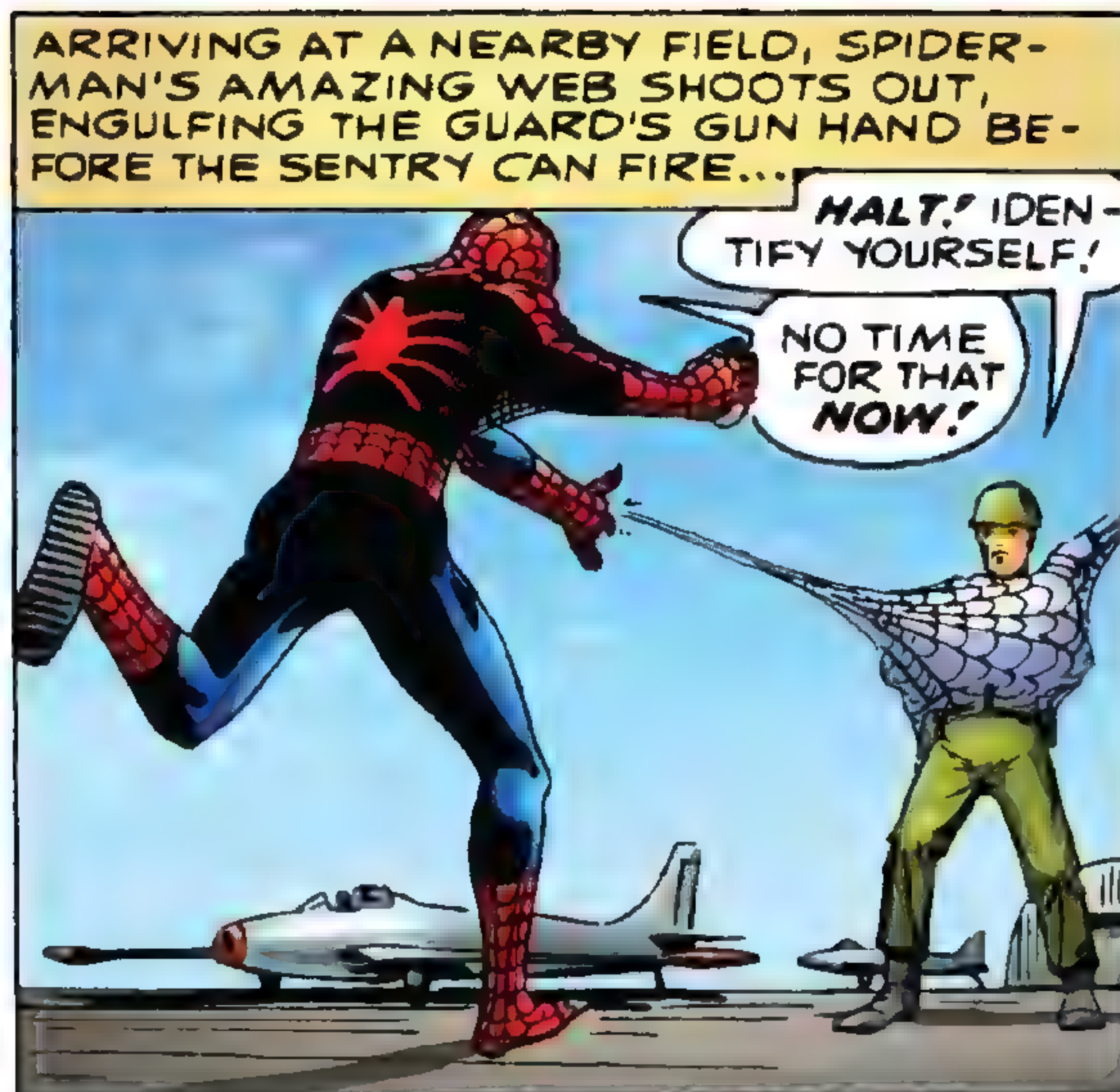








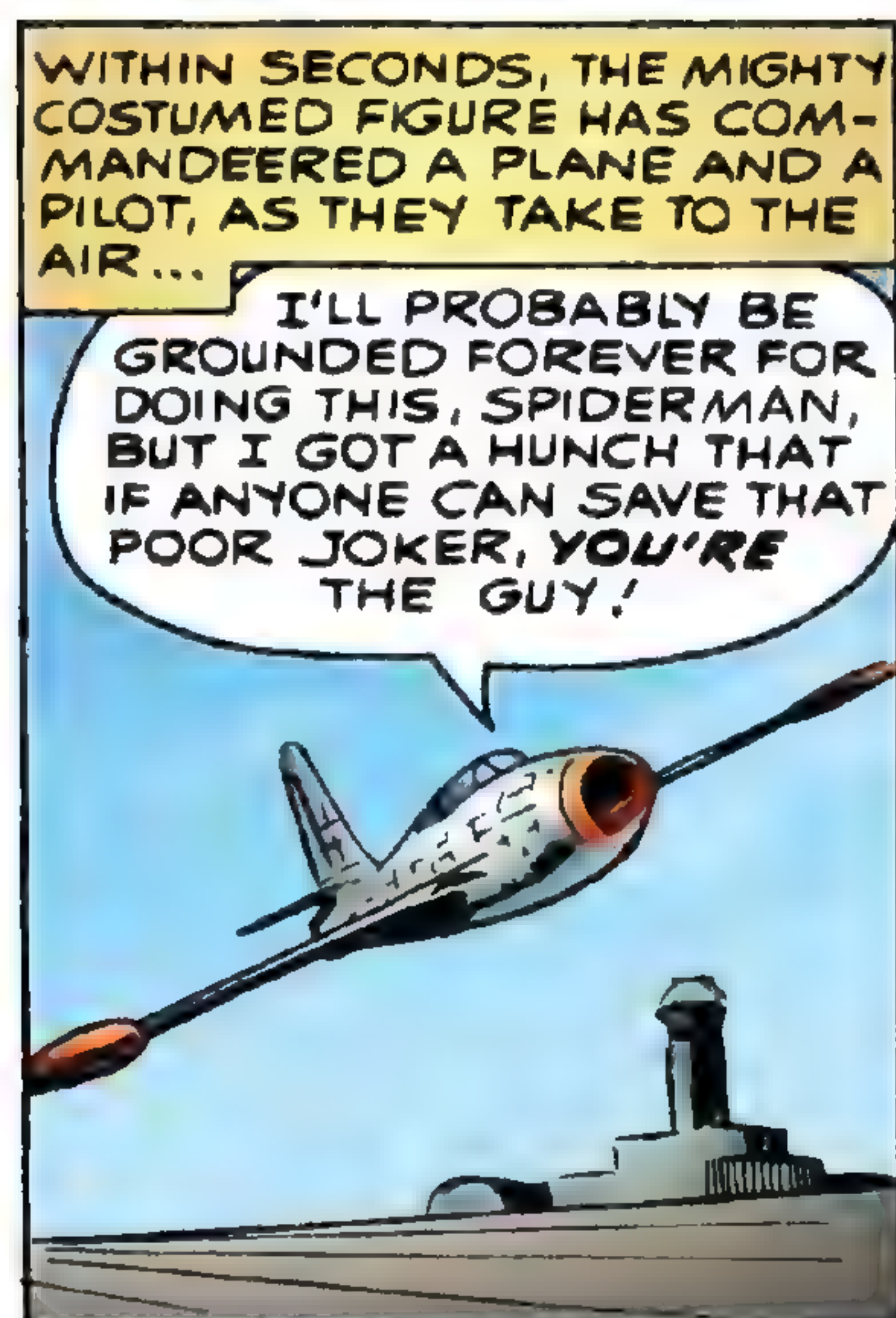
THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!



ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOOTS OUT, ENGULFING THE GUARD'S GUN HAND BEFORE THE SENTRY CAN FIRE...

HALT! IDENTIFY YOURSELF!

NO TIME FOR THAT NOW!

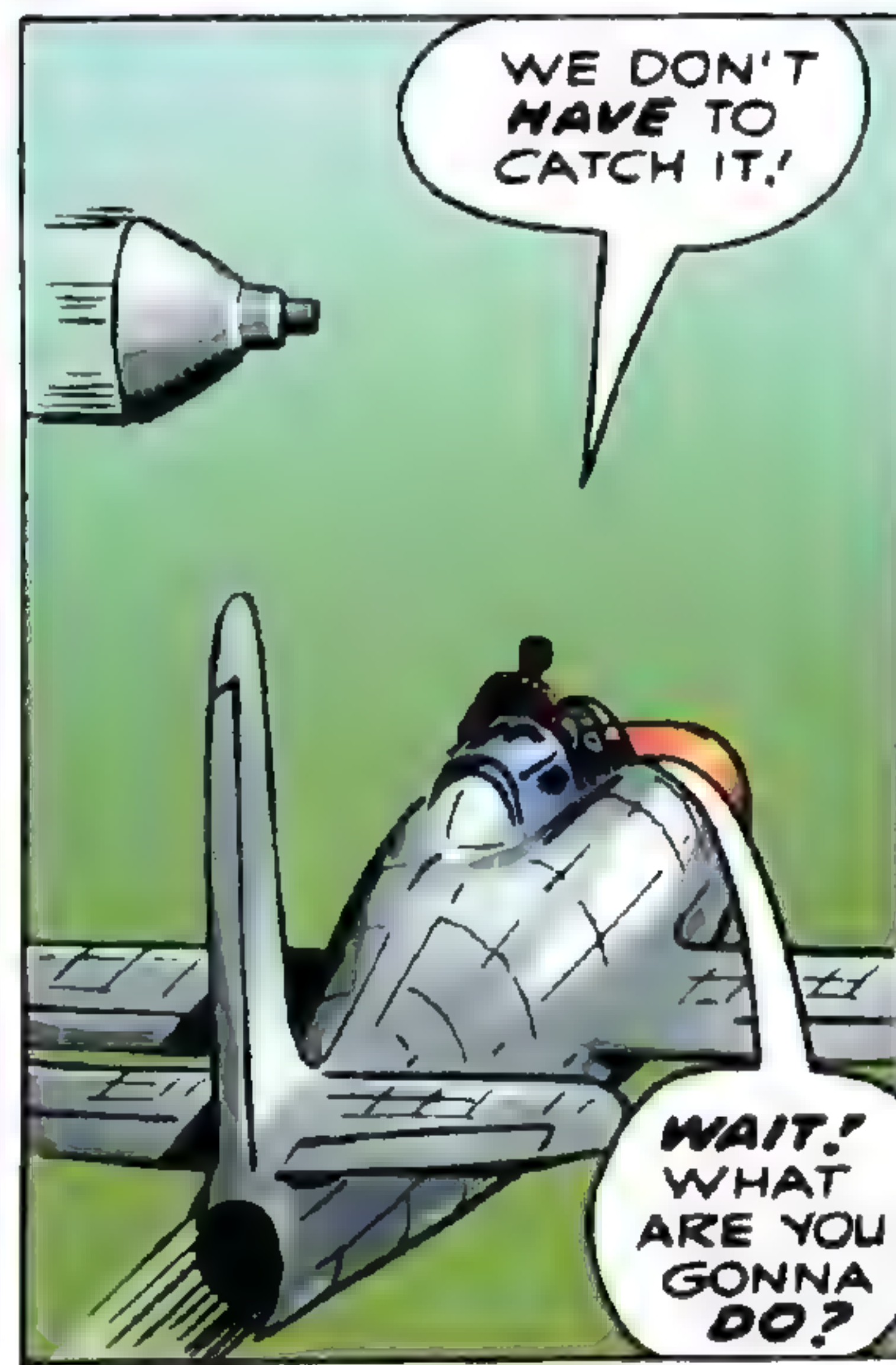


WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COMMANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...

I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, YOU'RE THE GUY!

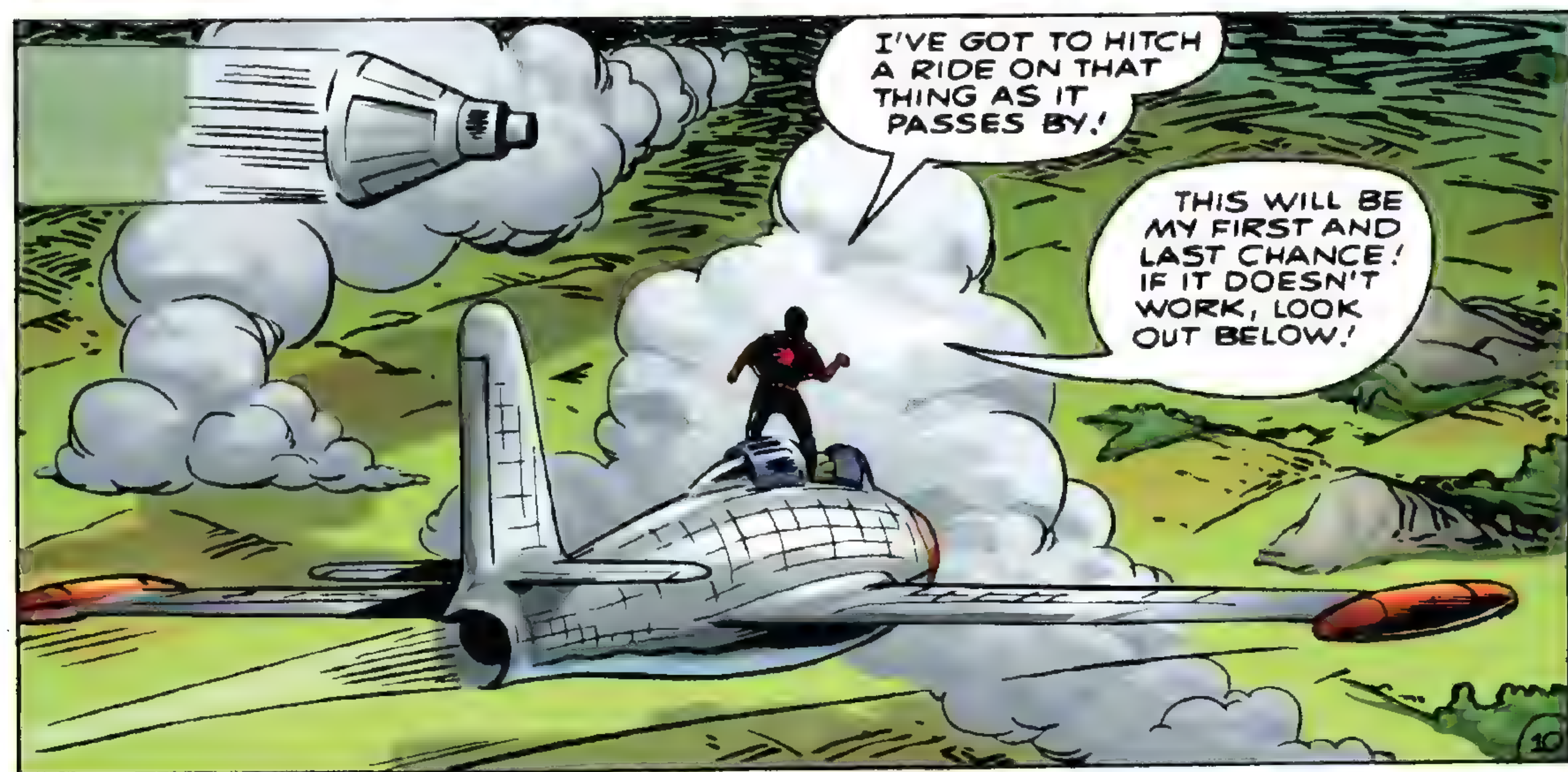


HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!



WE DON'T HAVE TO CATCH IT!

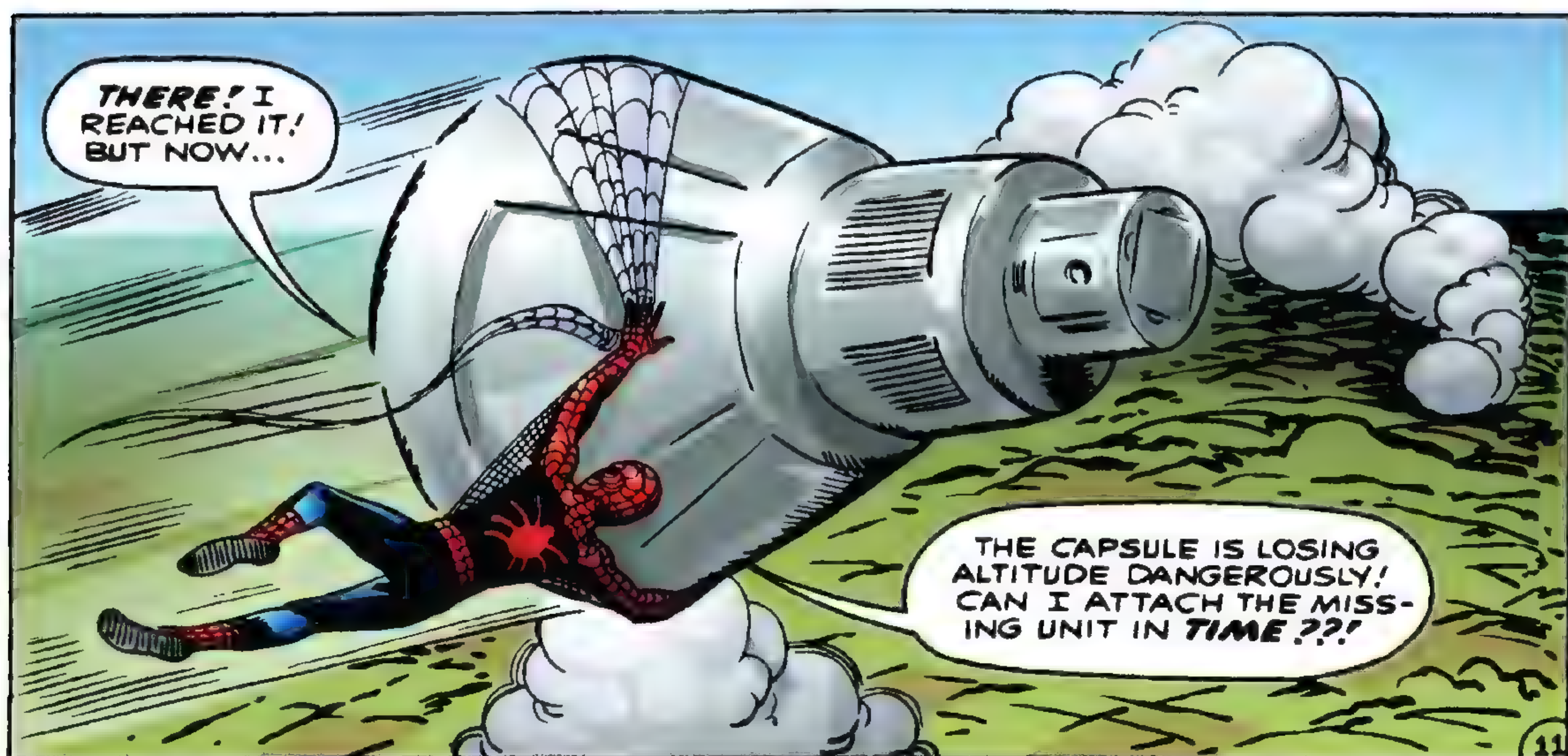
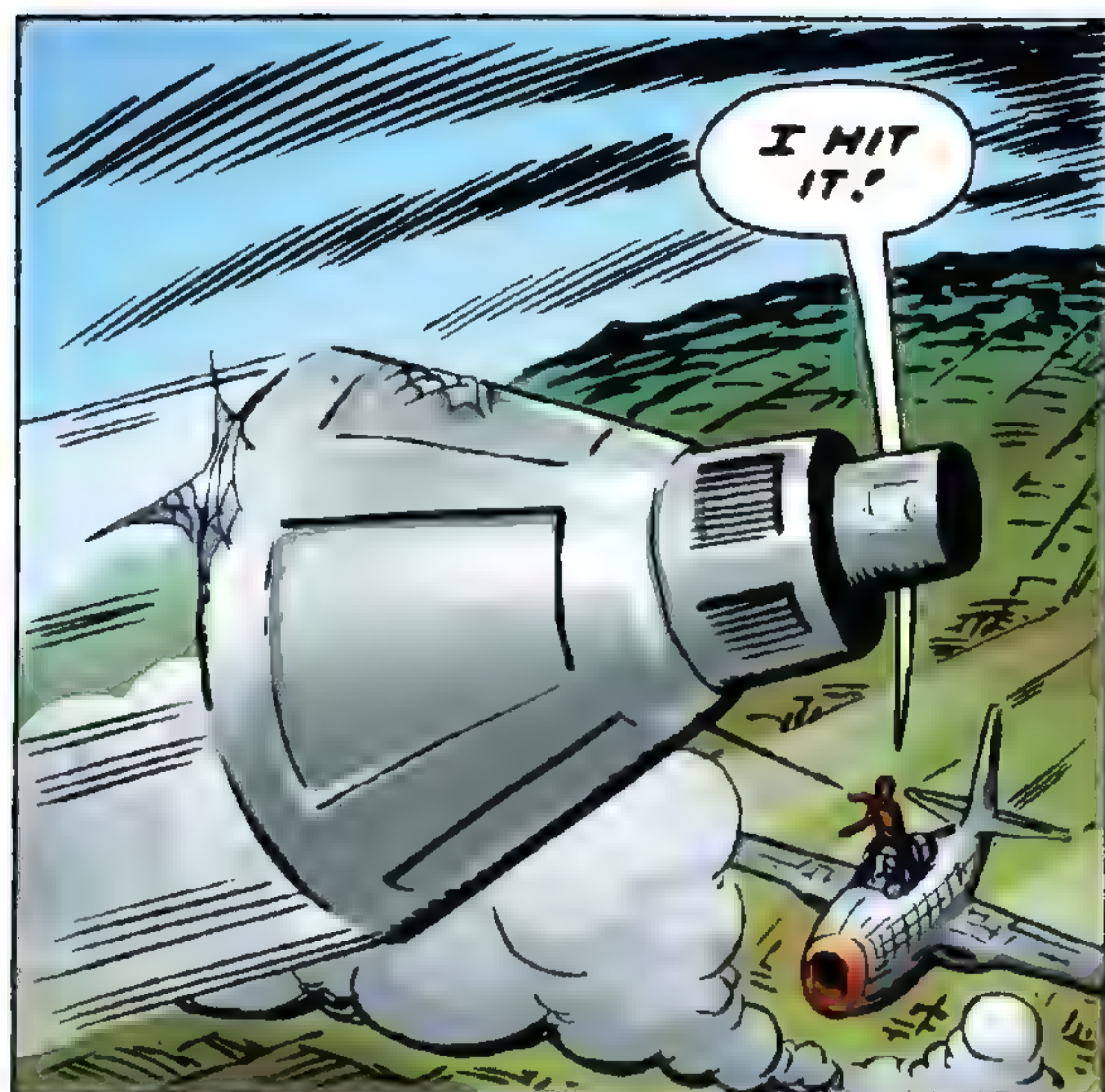
WAIT! WHAT ARE YOU GONNA DO?



I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!

THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!







# SPIDER-MAN

**PART  
3**

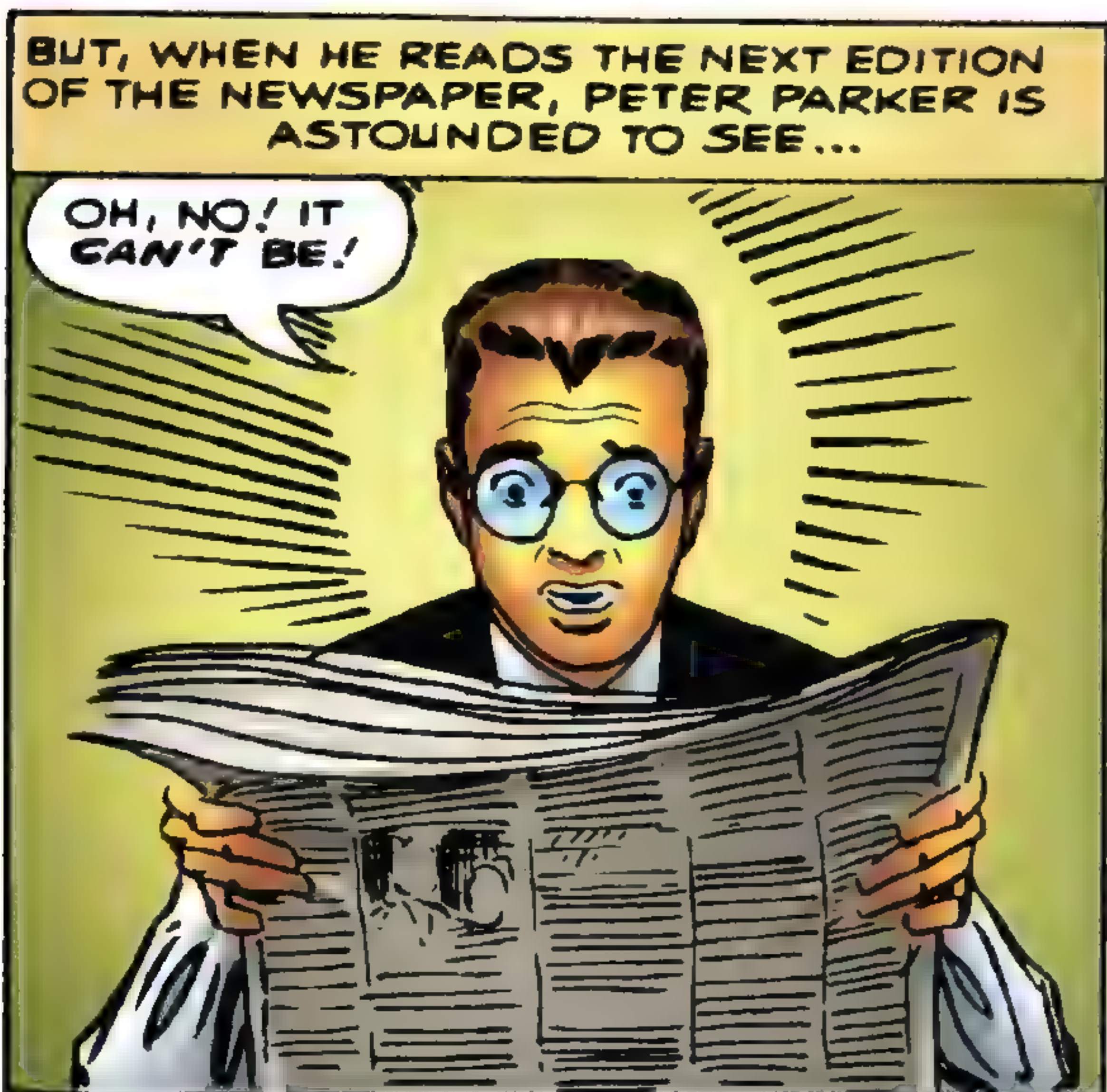
WHAT A LUCKY  
BREAK! IT FIT IN  
PLACE AS SMOOTH  
AS SILK!

AND, WITHIN THE CAPSULE...

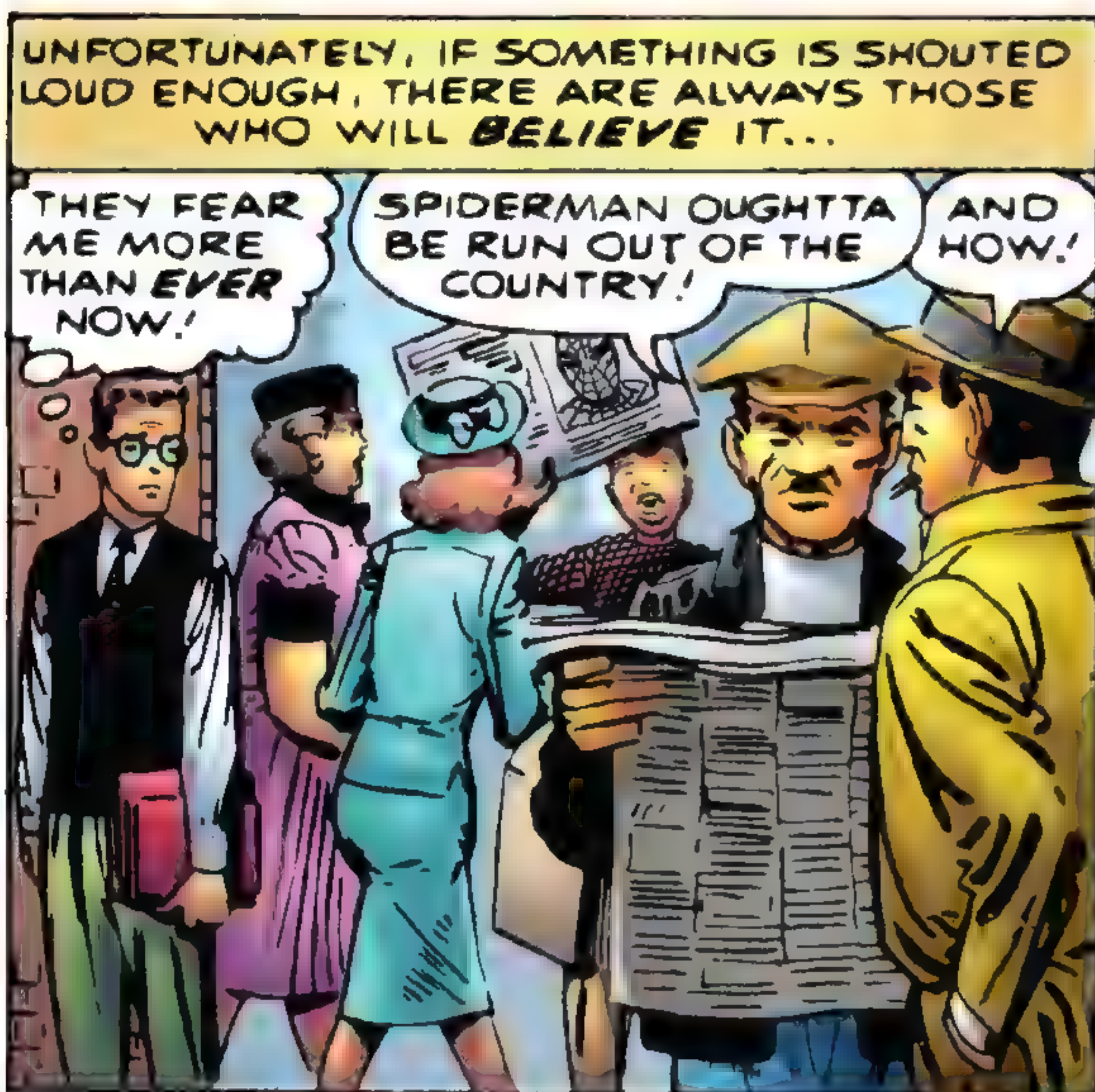
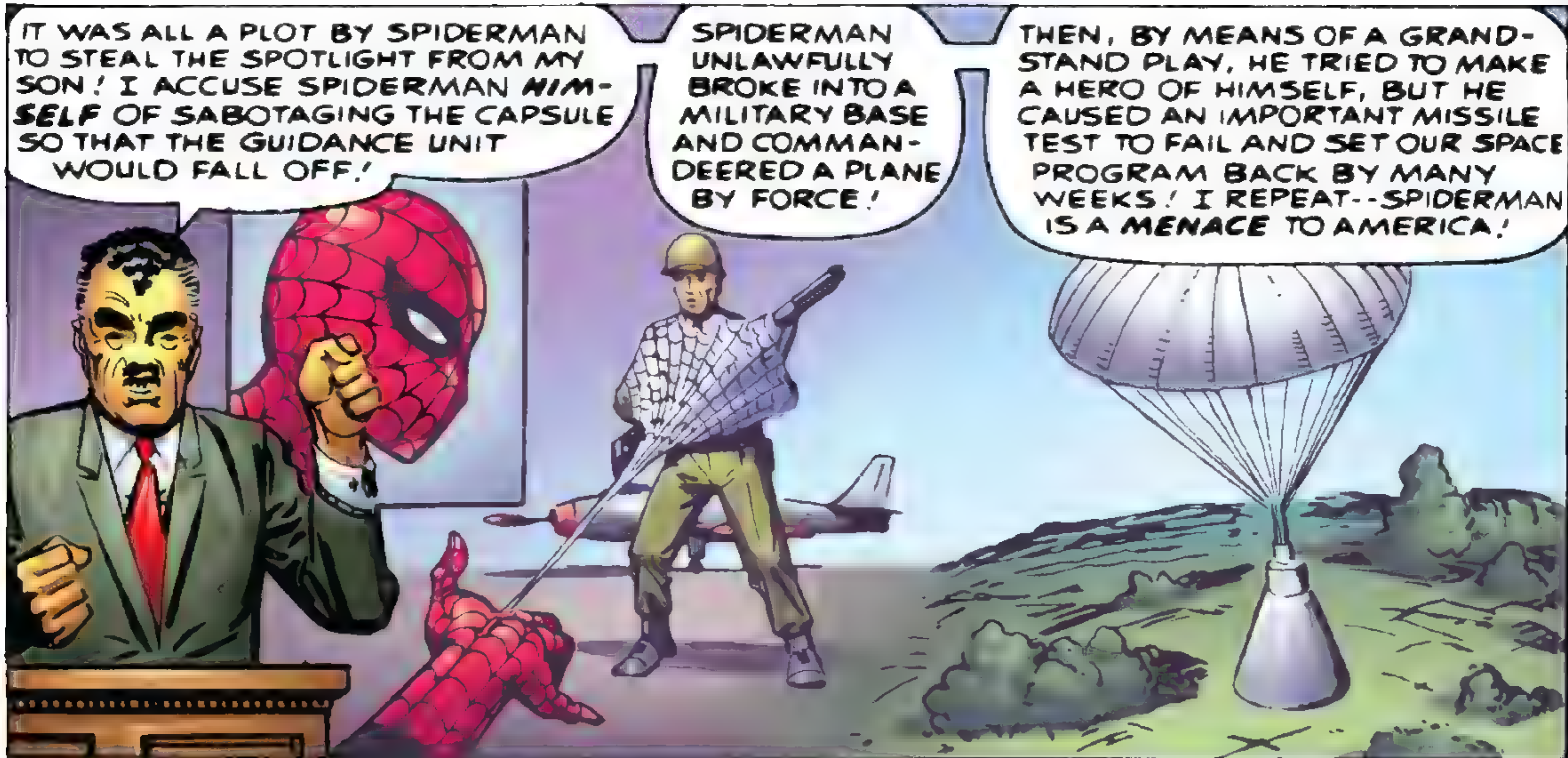
CAPSULE UNDER MANUAL  
CONTROL AGAIN! WILL  
EJECT CHUTE AND  
LAND IMMEDIATELY!

HE'S SAFE!  
I DID IT!









AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

# WANTED

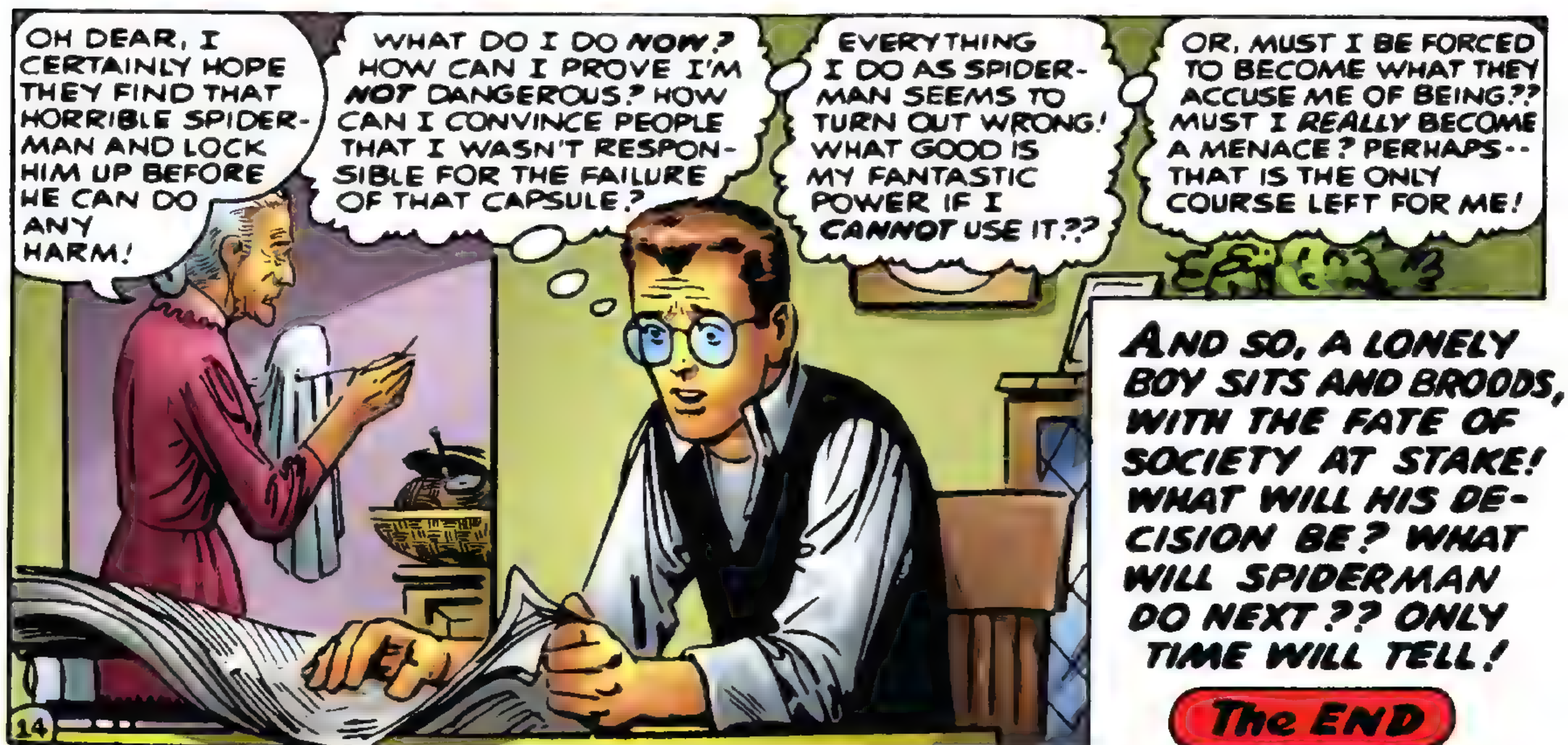
CAUTION:  
HE IS  
DANGER-  
OUS



REPORT  
HIM TO  
NEAREST  
F.B.I.  
OFFICE

# SPIDERMAN

## REWARD FOR HIS CAPTURE





# SPIDER-MAN

## VS. THE CHAMELEON!



HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!

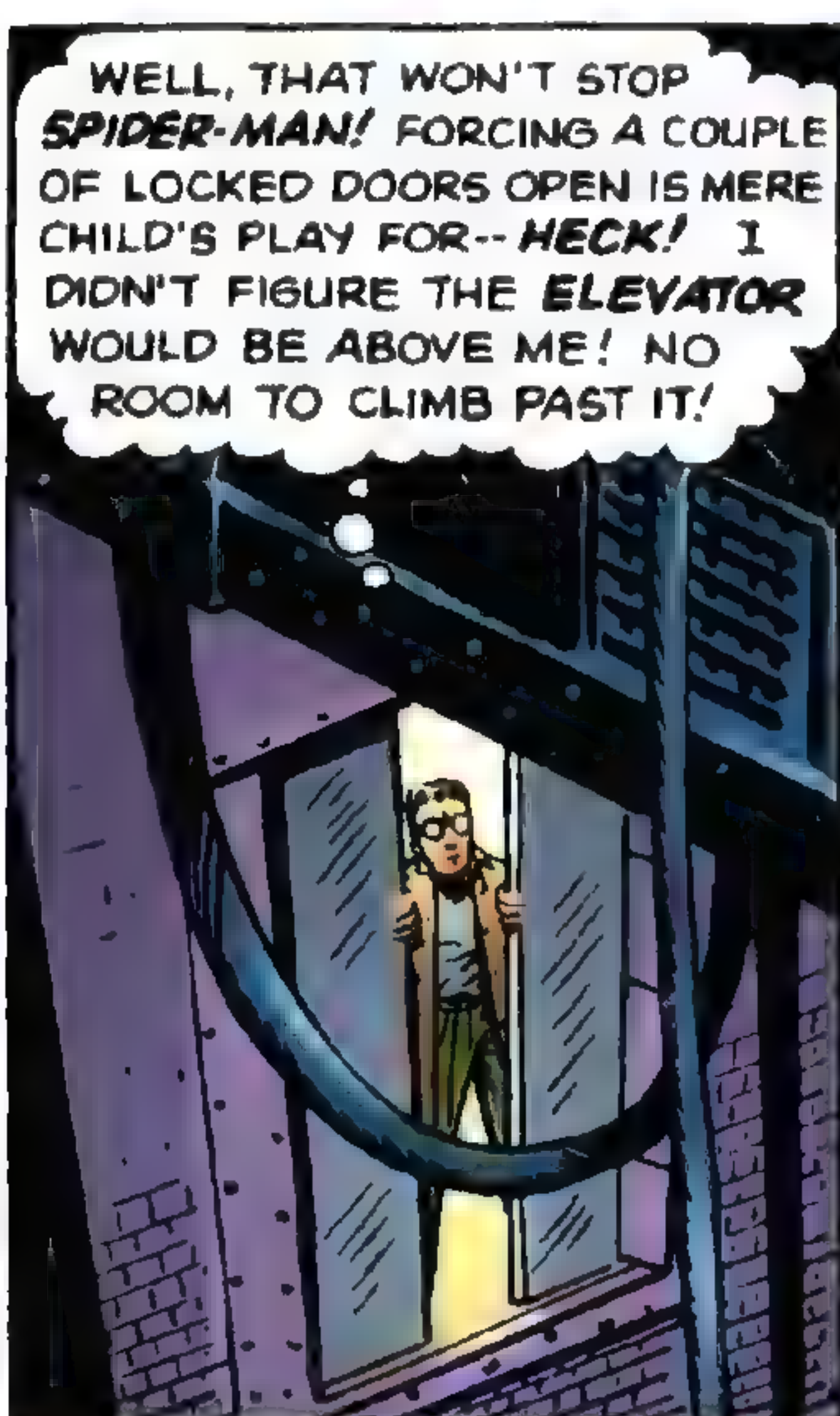
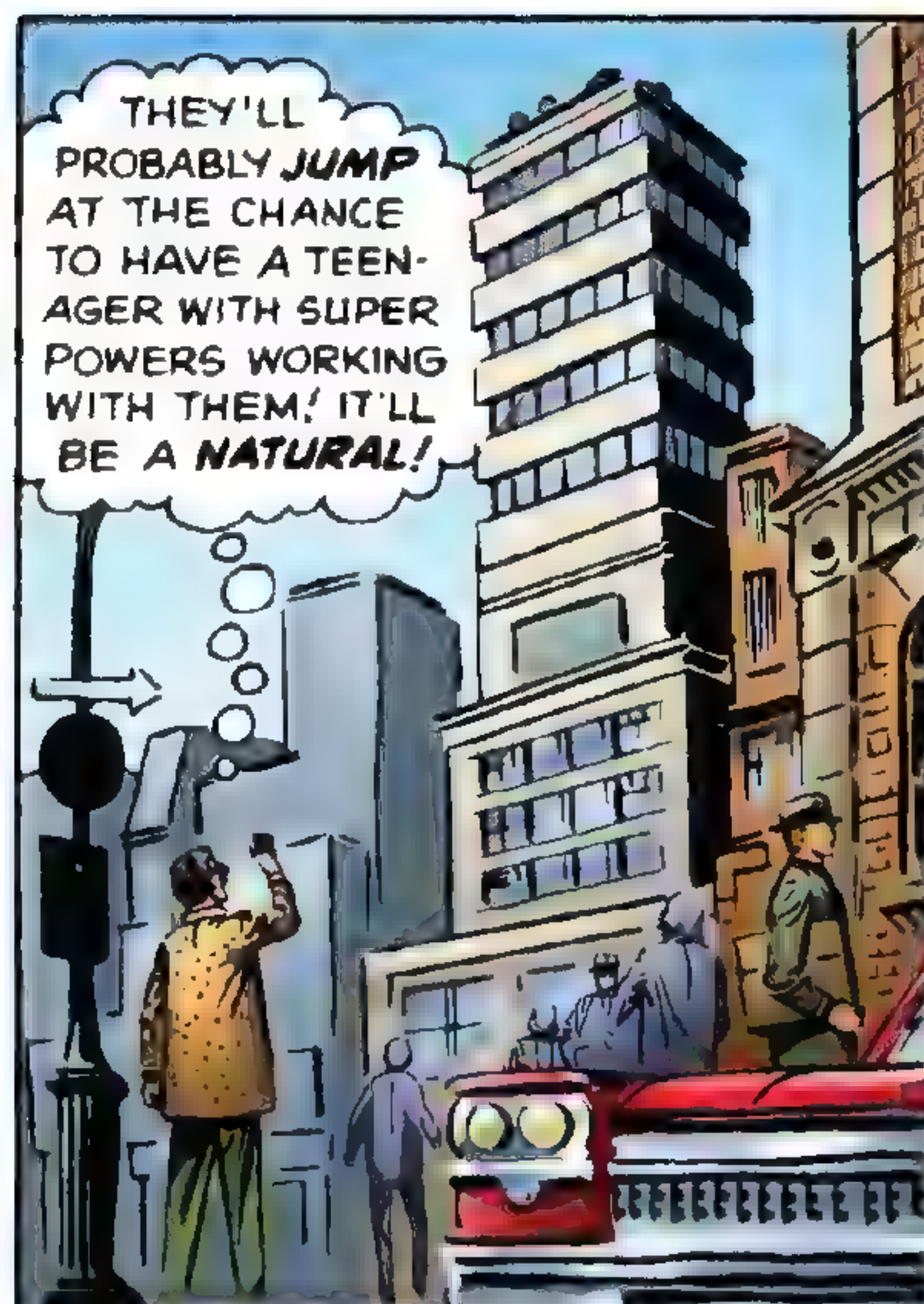
**EXTRA BONUS  
EXTRA!!**

IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS  
**THE FANTASTIC FOUR!!**

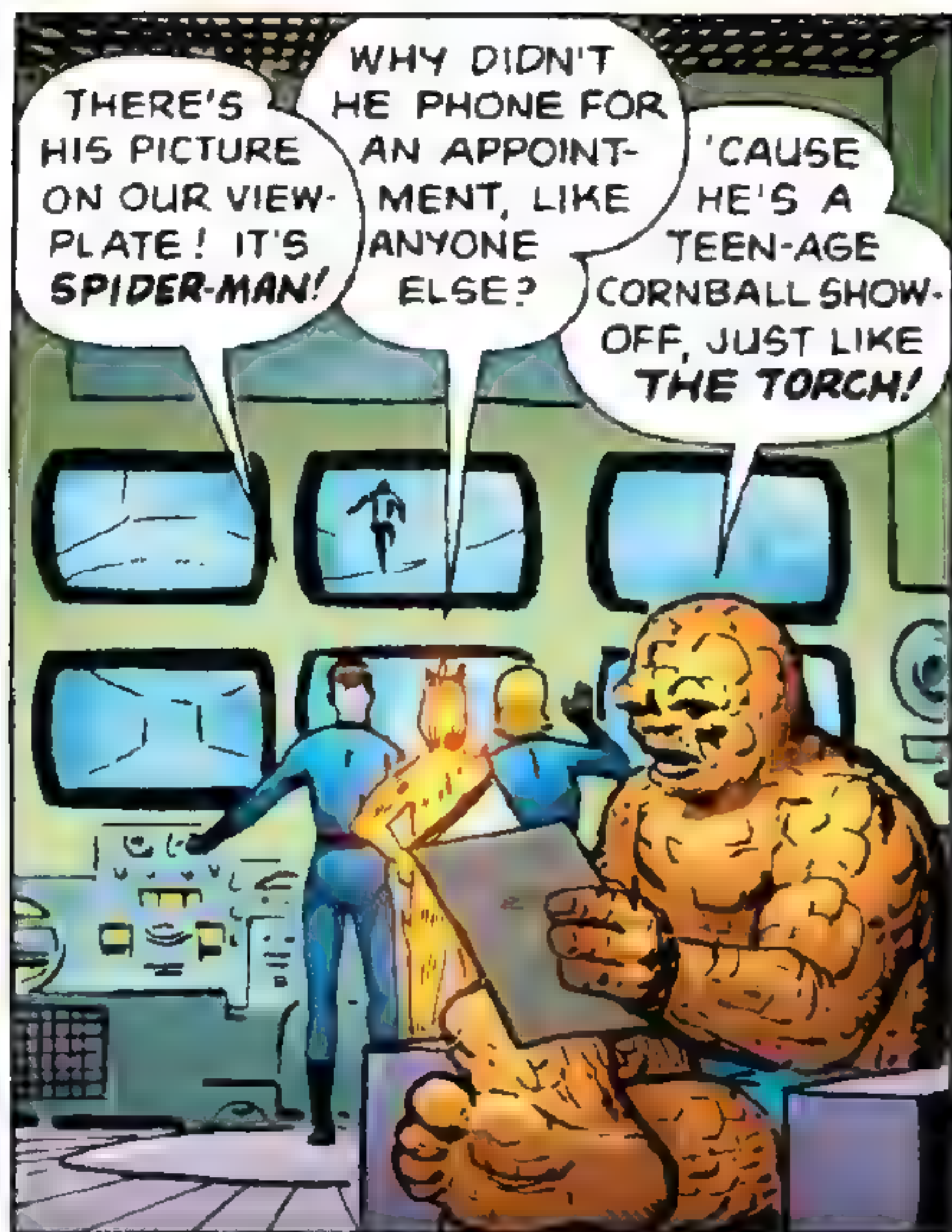
SCRIPT..... STAN LEE  
ART..... STEVE DITKO  
LETTERING.... JOHN DUFFI  
COLORS..... JEAN-FRANCOIS BEAULIEU



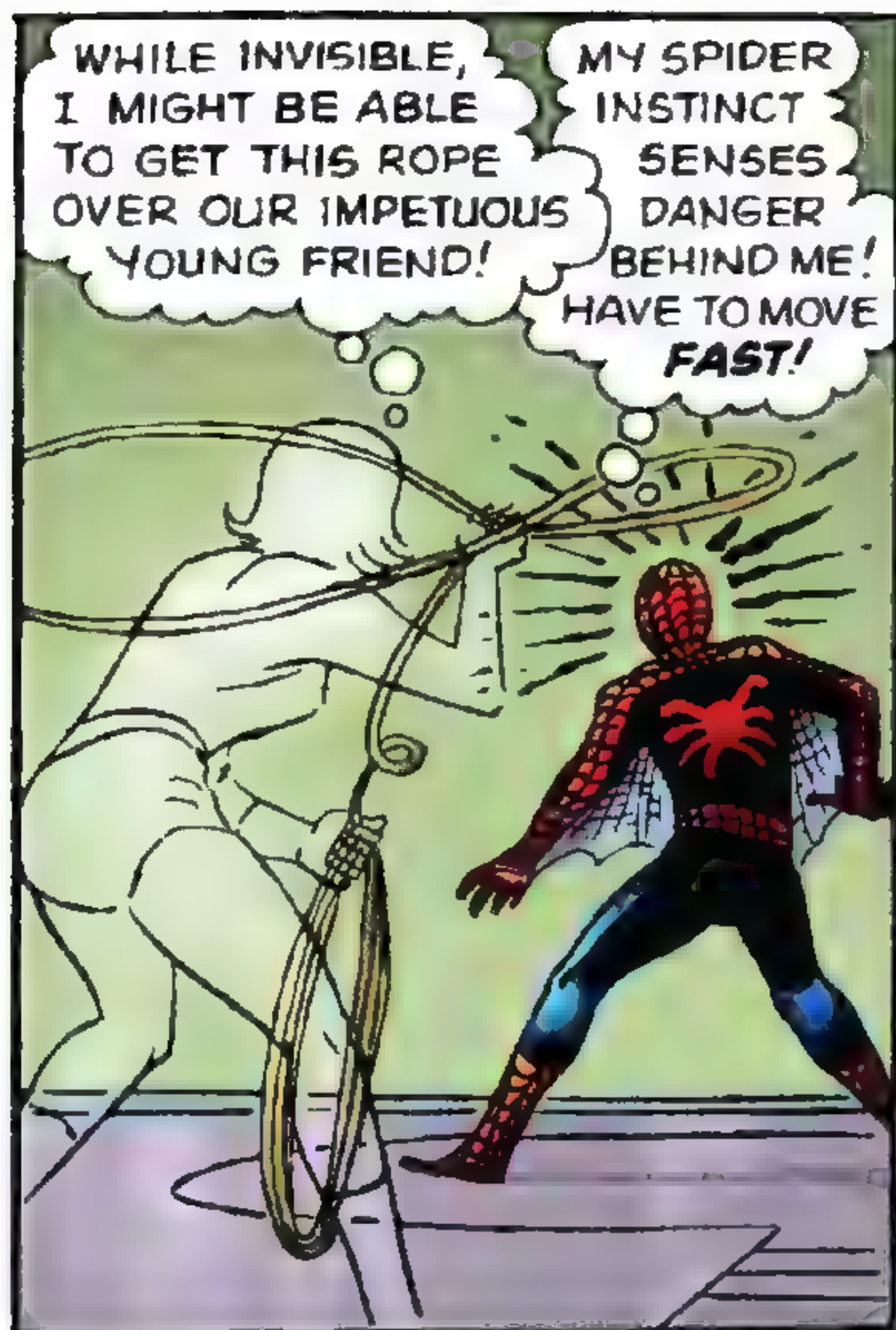






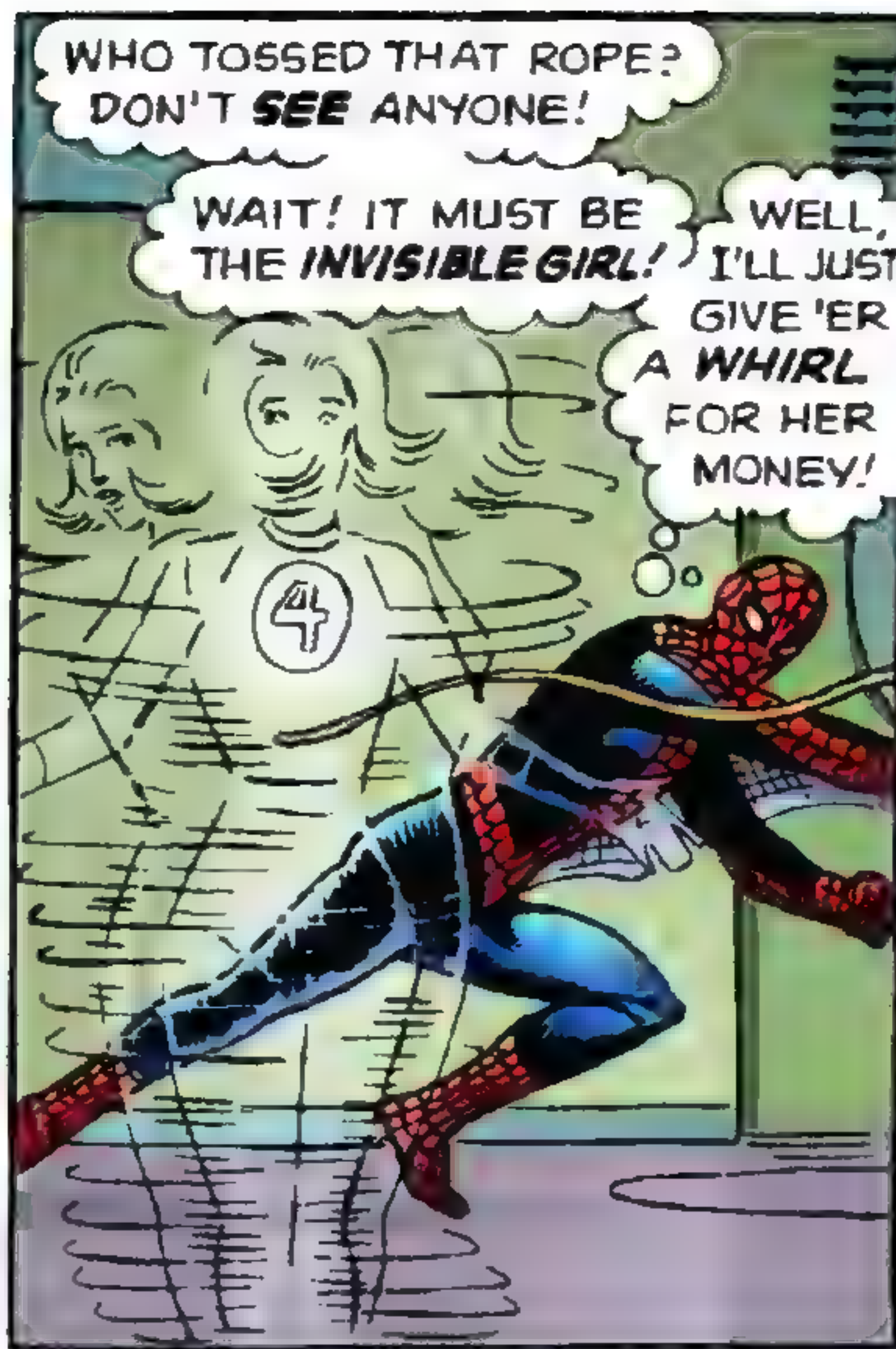






WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!

MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE **FAST!**



WHO TOSSED THAT ROPE? DON'T **SEE** ANYONE!

WAIT! IT MUST BE THE **INVISIBLE GIRL!**

WELL, I'LL JUST GIVE 'ER A **WHIRL** FOR HER MONEY!



THAT'S **IT**, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!

**FLAME ON!**

HE'S GOT ME IN A CIRCLE OF FLAME!



WELL, I'LL JUST JUMP OVER THAT **CLOWN'S** LITTLE TRAP...

...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!

THEN IT'LL BE MY TURN!

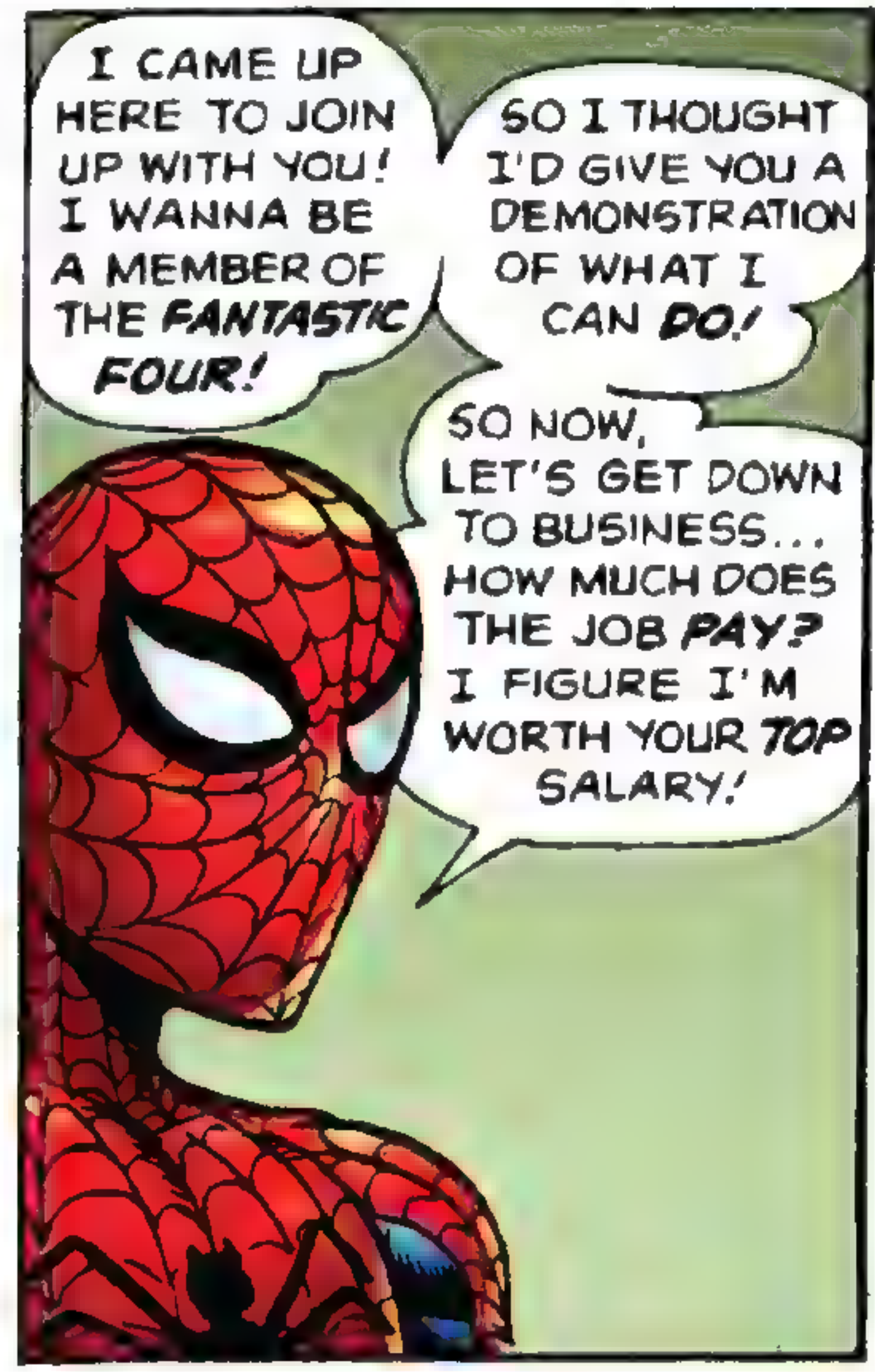
HEY! STAY STILL, DARN IT!



OKAY-- THAT'S **IT!** NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET **HURT!** NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!

GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!

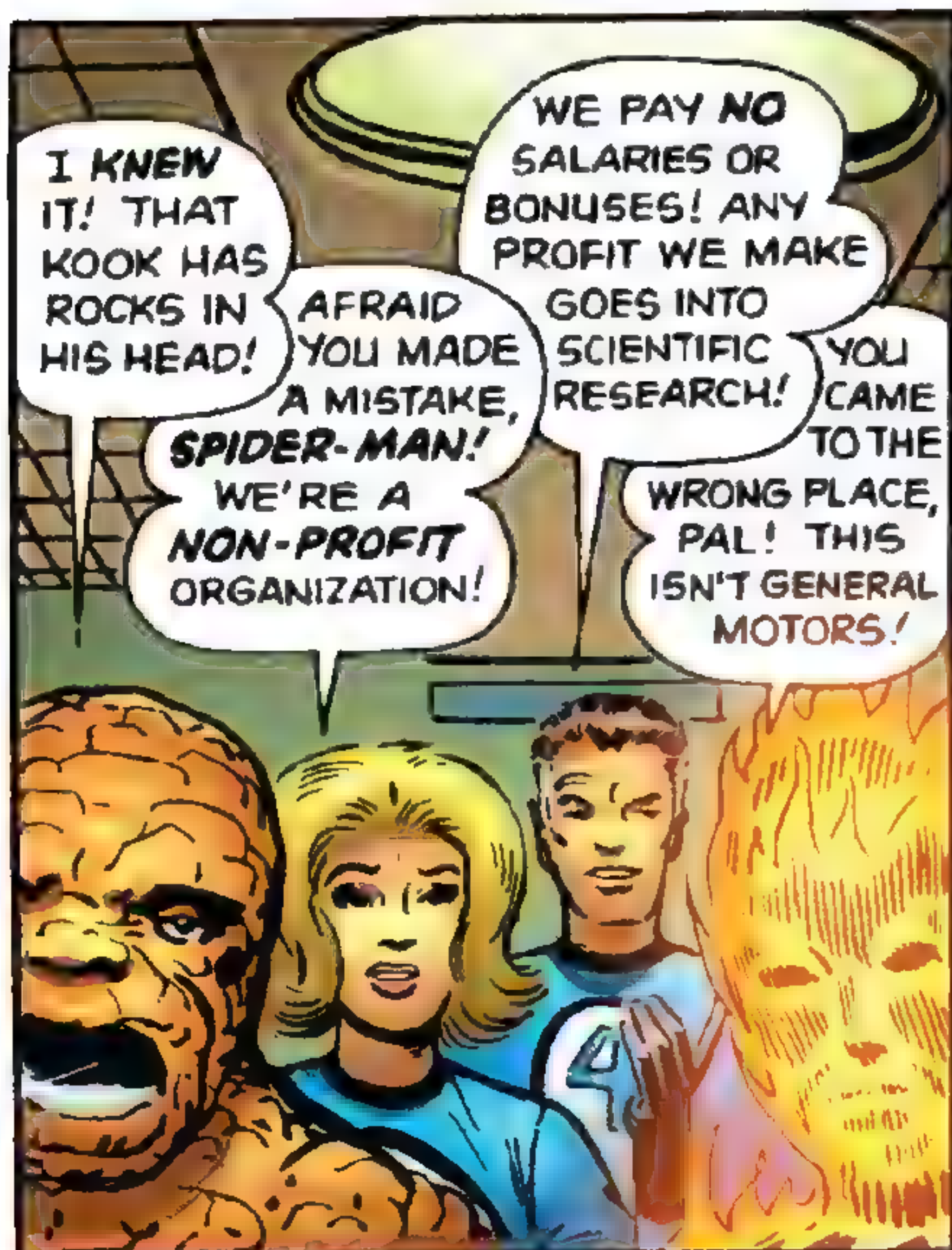
IT'S ABOUT TIME SOMEONE ASKED ME!



I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE **FANTASTIC FOUR!**

SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN **DO!**

SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE **JOB PAY?** I FIGURE I'M WORTH YOUR **TOP SALARY!**

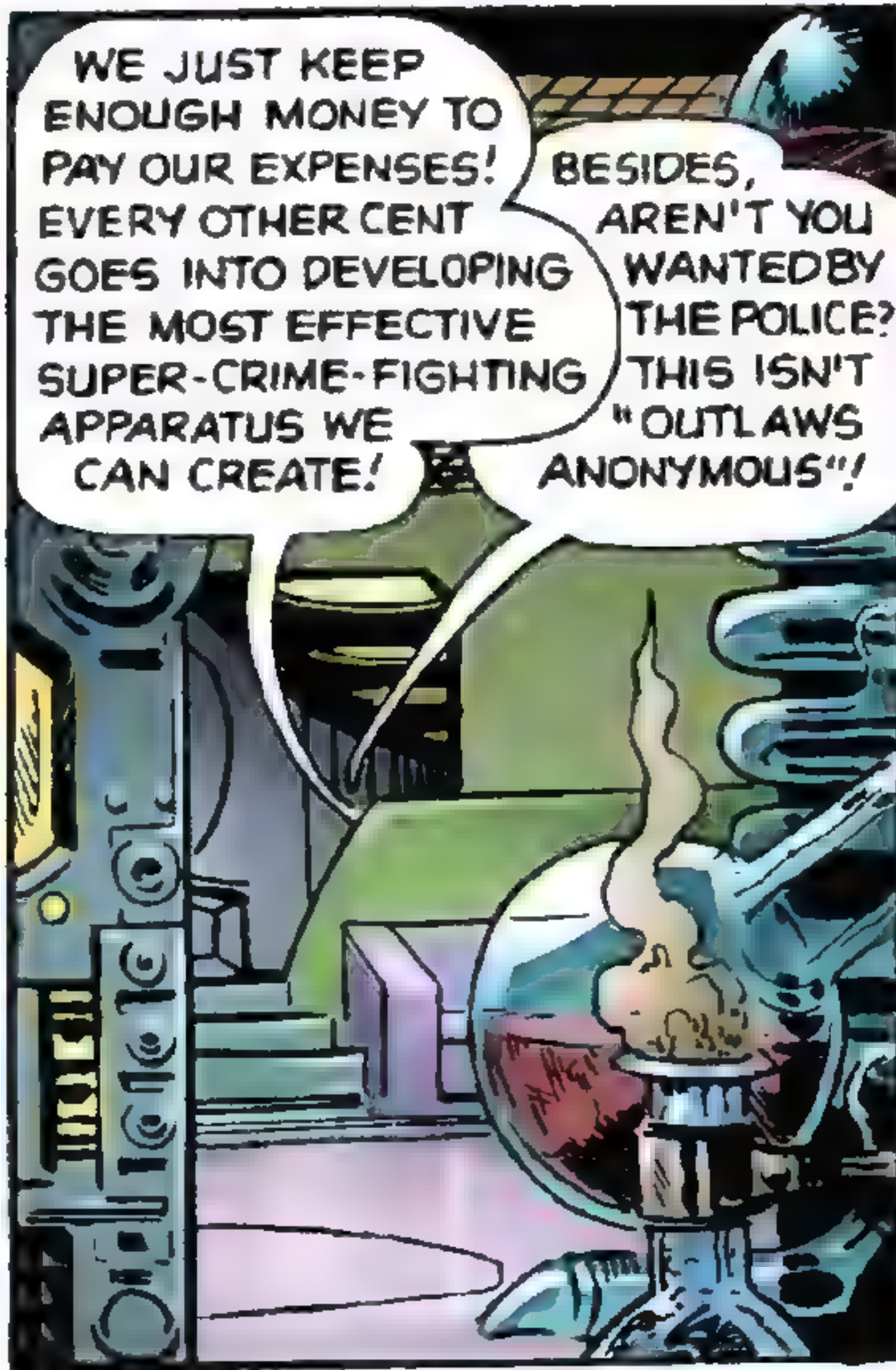


I **KNEW** IT! THAT KOOK HAS ROCKS IN HIS HEAD!

AFRAID YOU MADE A MISTAKE, **SPIDER-MAN!** WE'RE A **NON-PROFIT** ORGANIZATION!

WE PAY **NO** SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!

YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!



WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!

BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

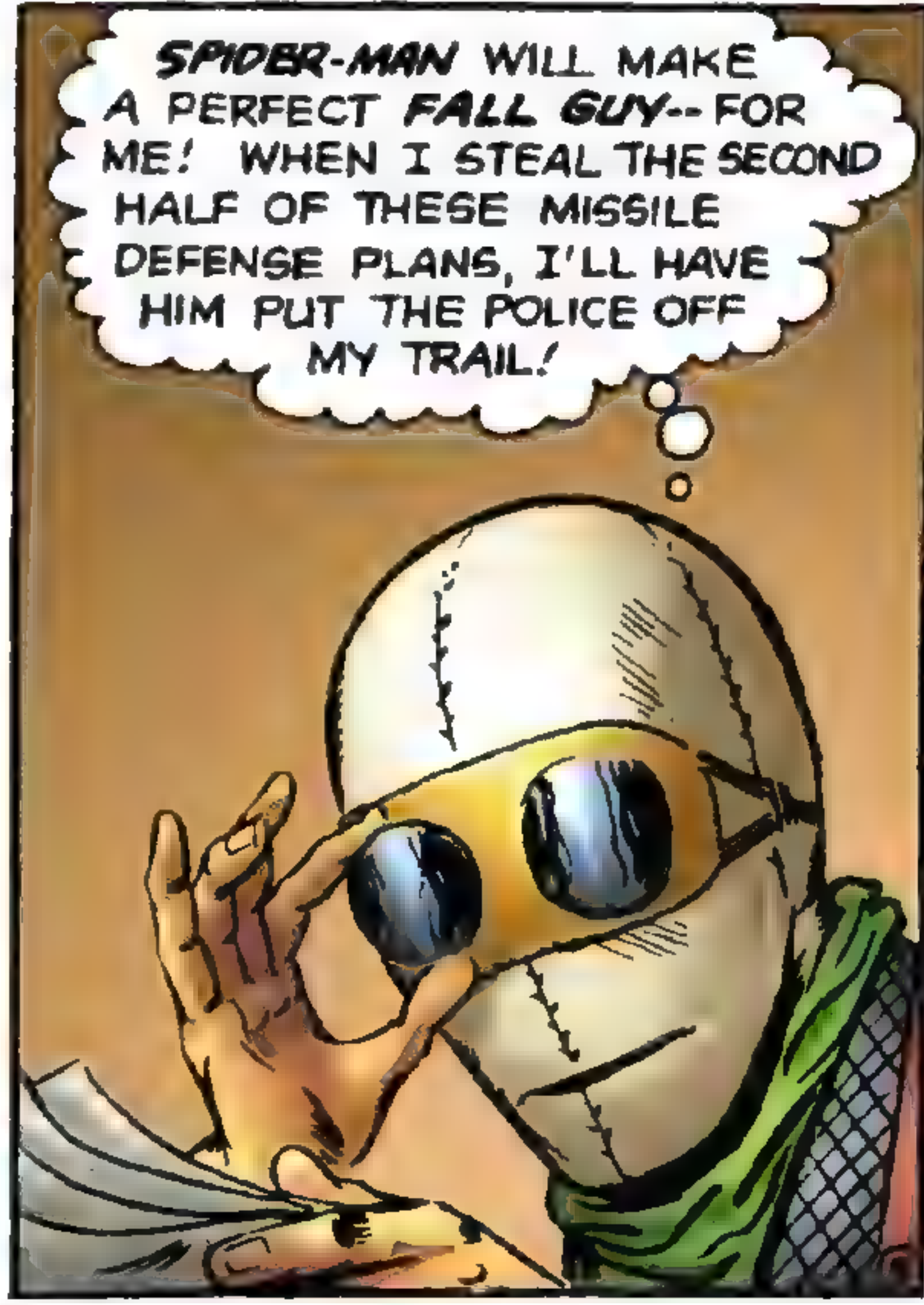
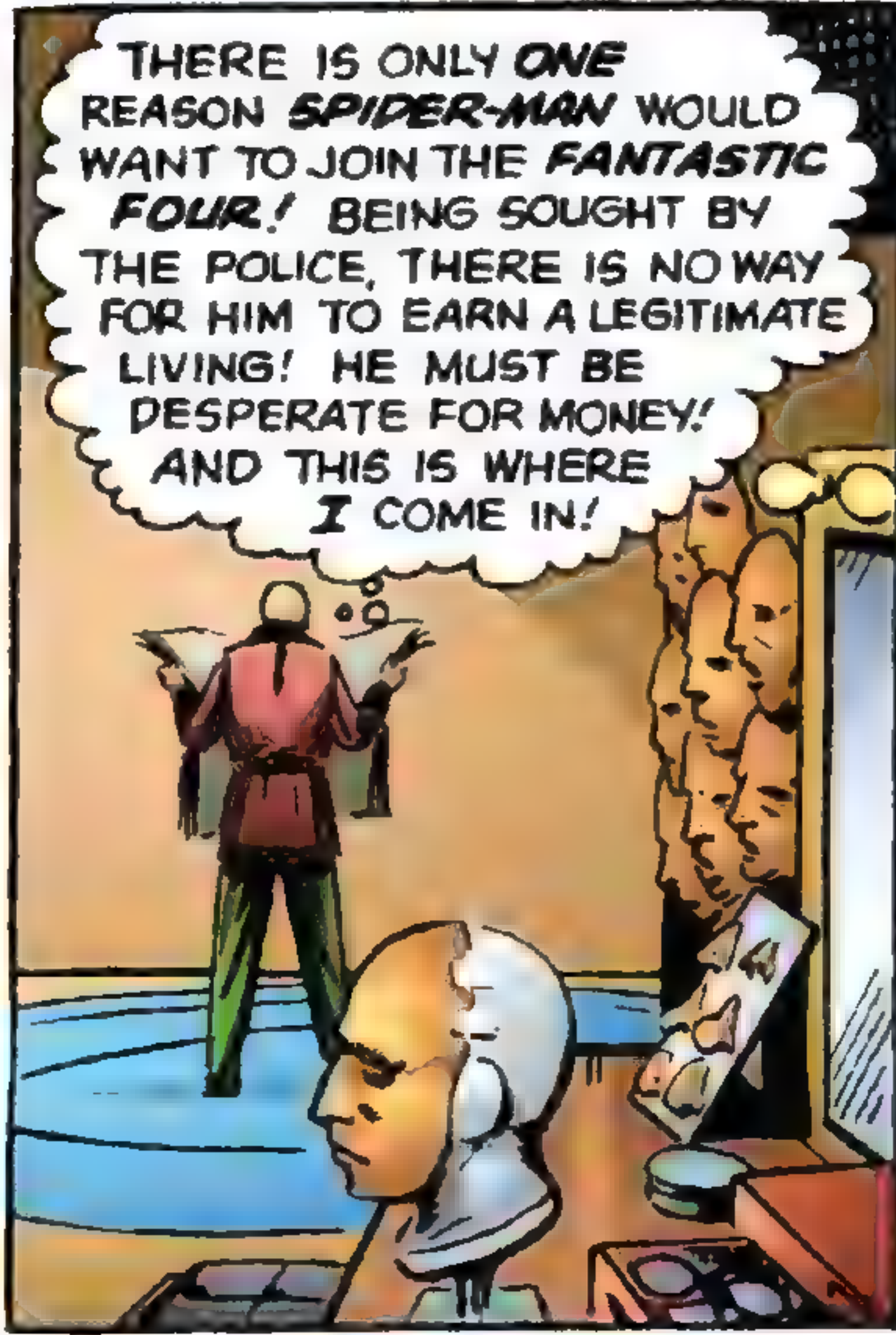
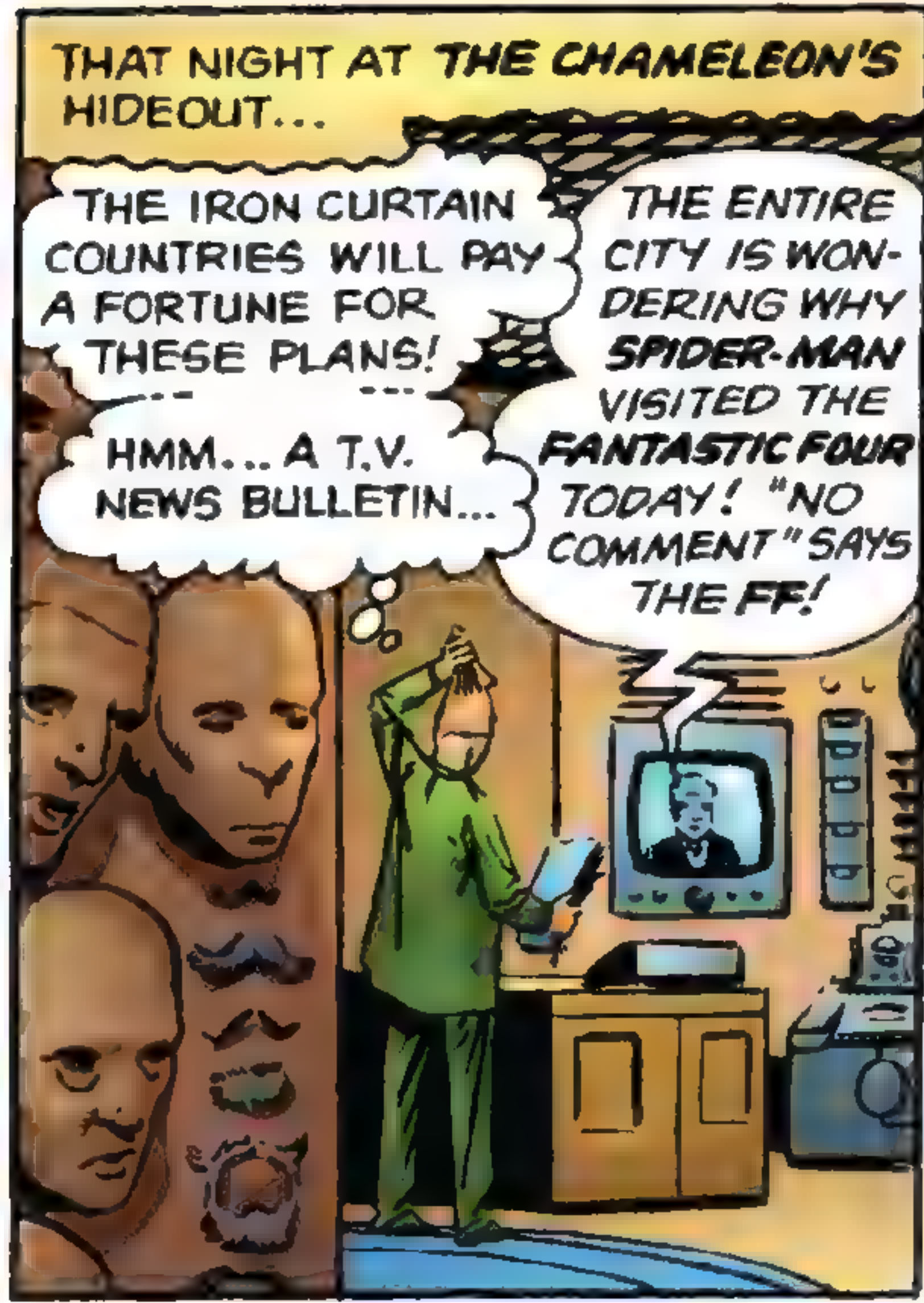
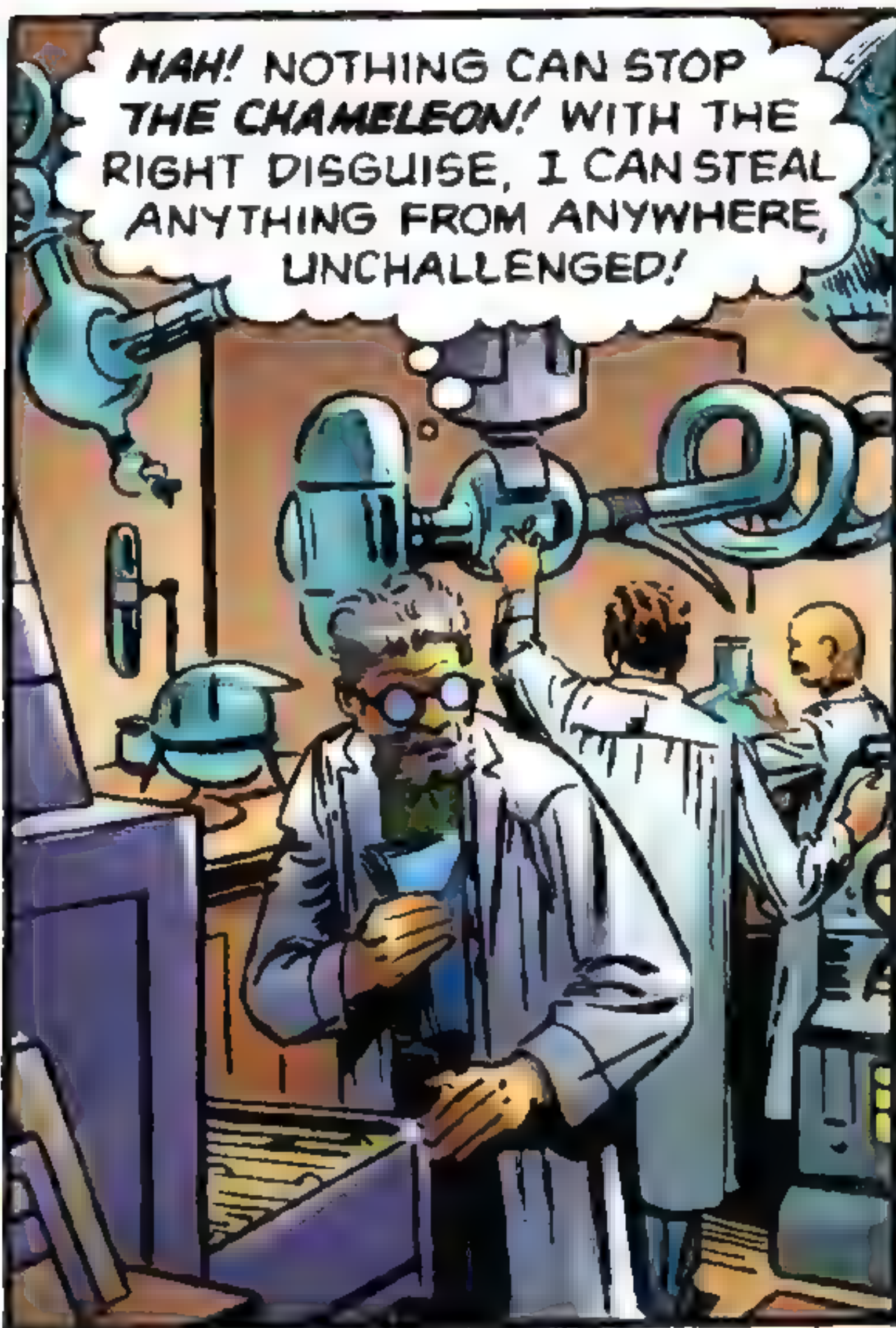
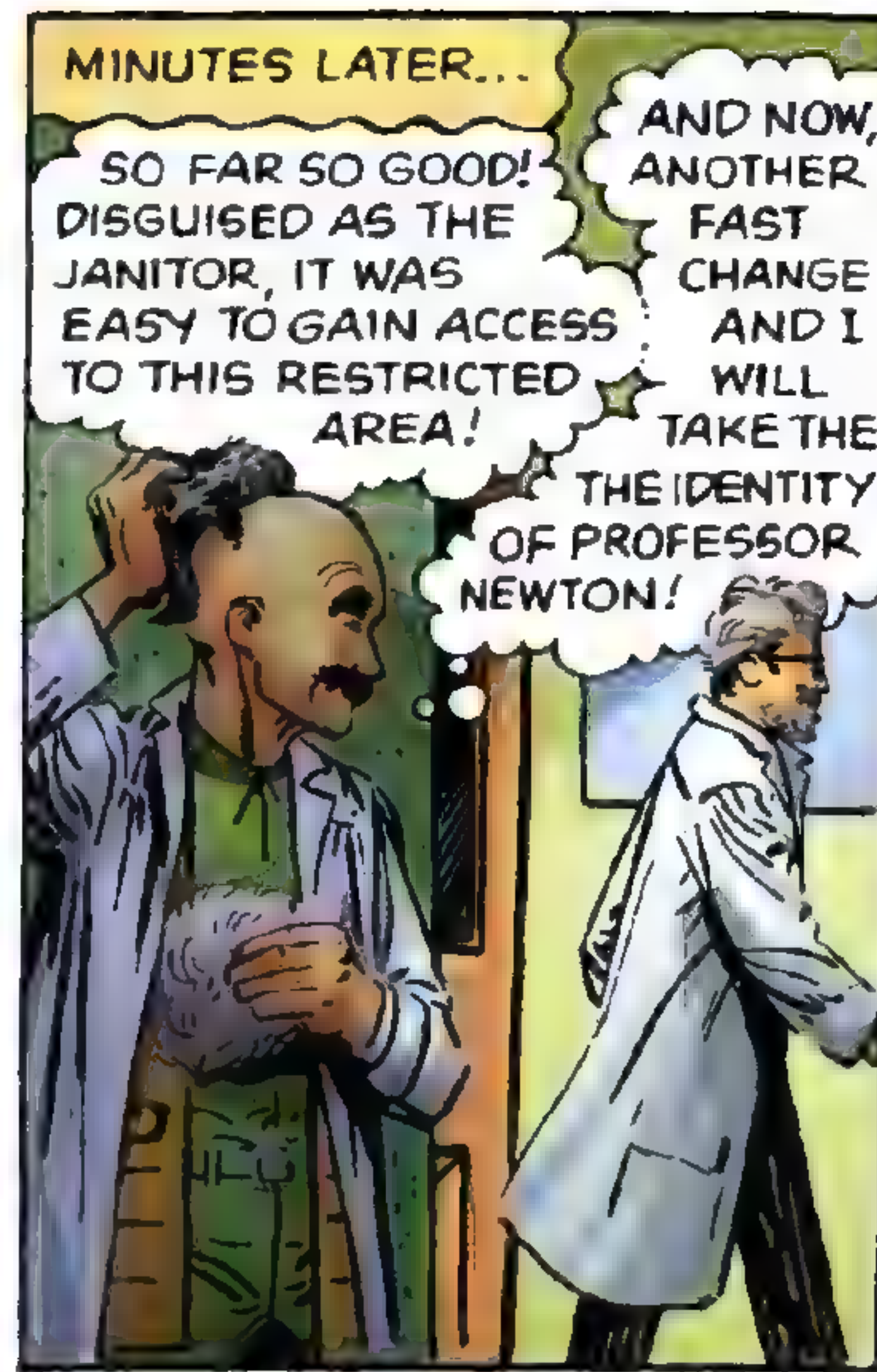
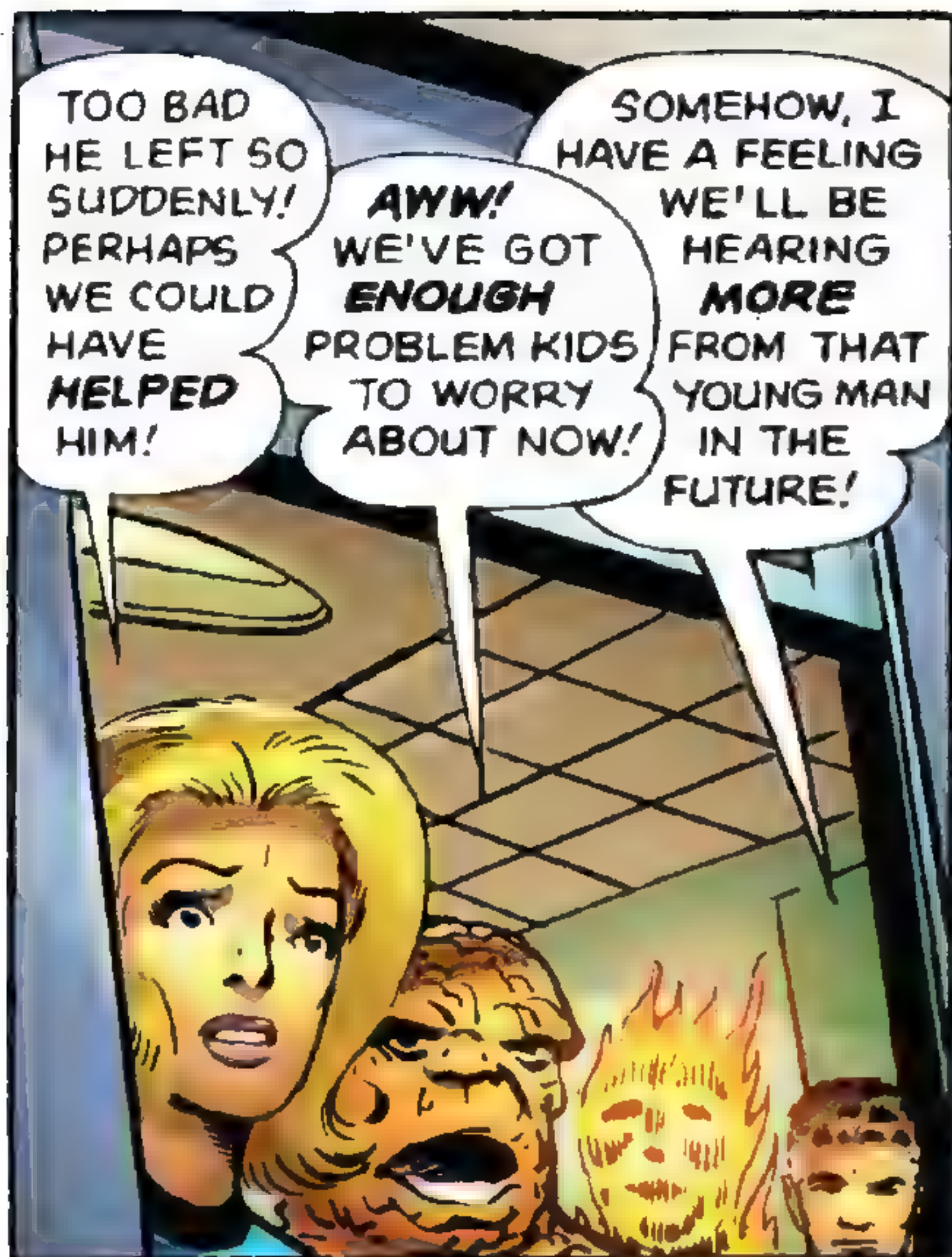


I MIGHT HAVE **KNOWN!** YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE **WORST** OF ANYONE!

WAIT! COME BACK!

OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE **PIKERS!**





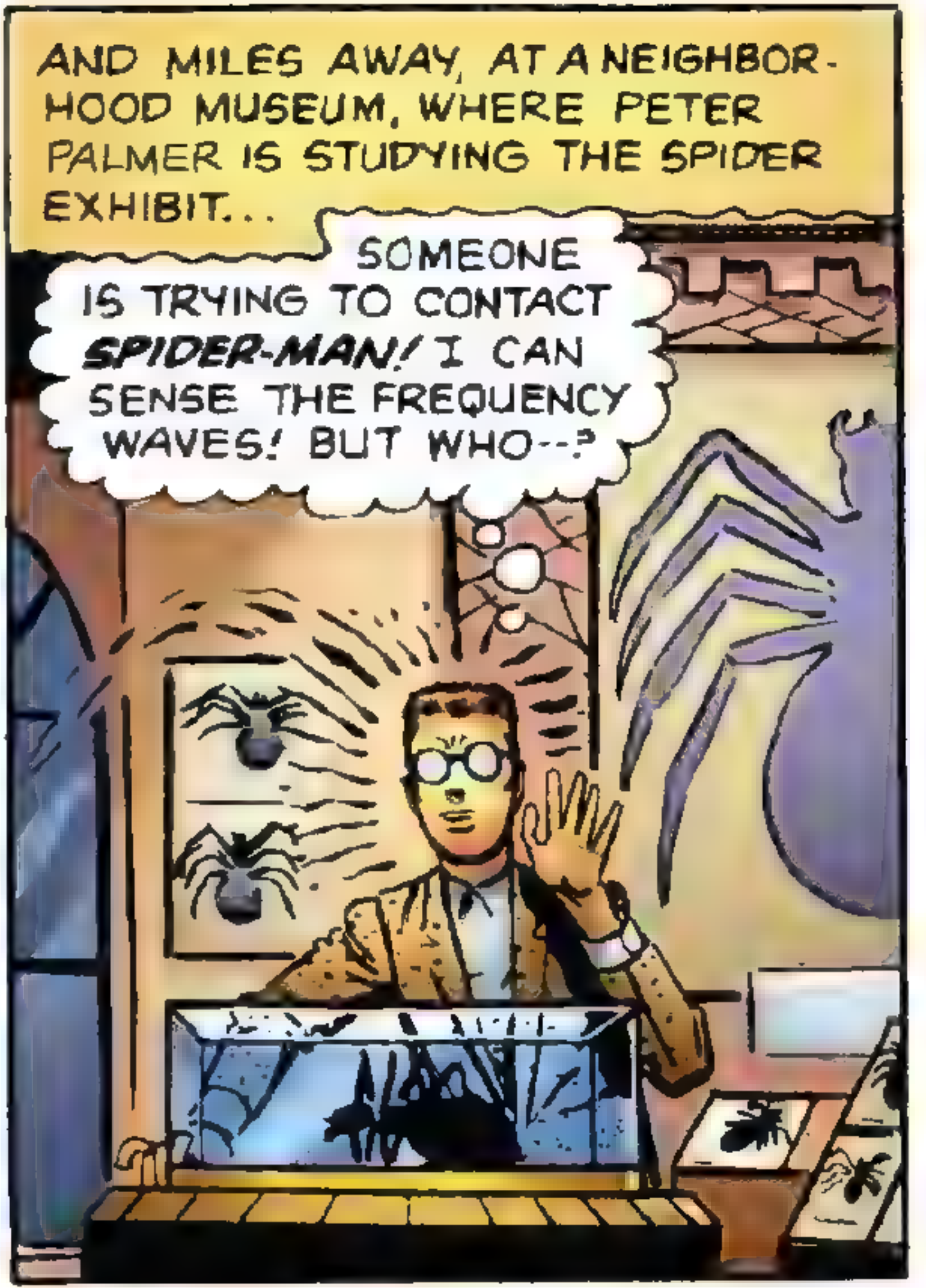




SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!



CALLING SPIDER-MAN! MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!



AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PALMER IS STUDYING THE SPIDER EXHIBIT...

SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?



WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...



A FEW MINUTES BEFORE TEN P.M....

ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!

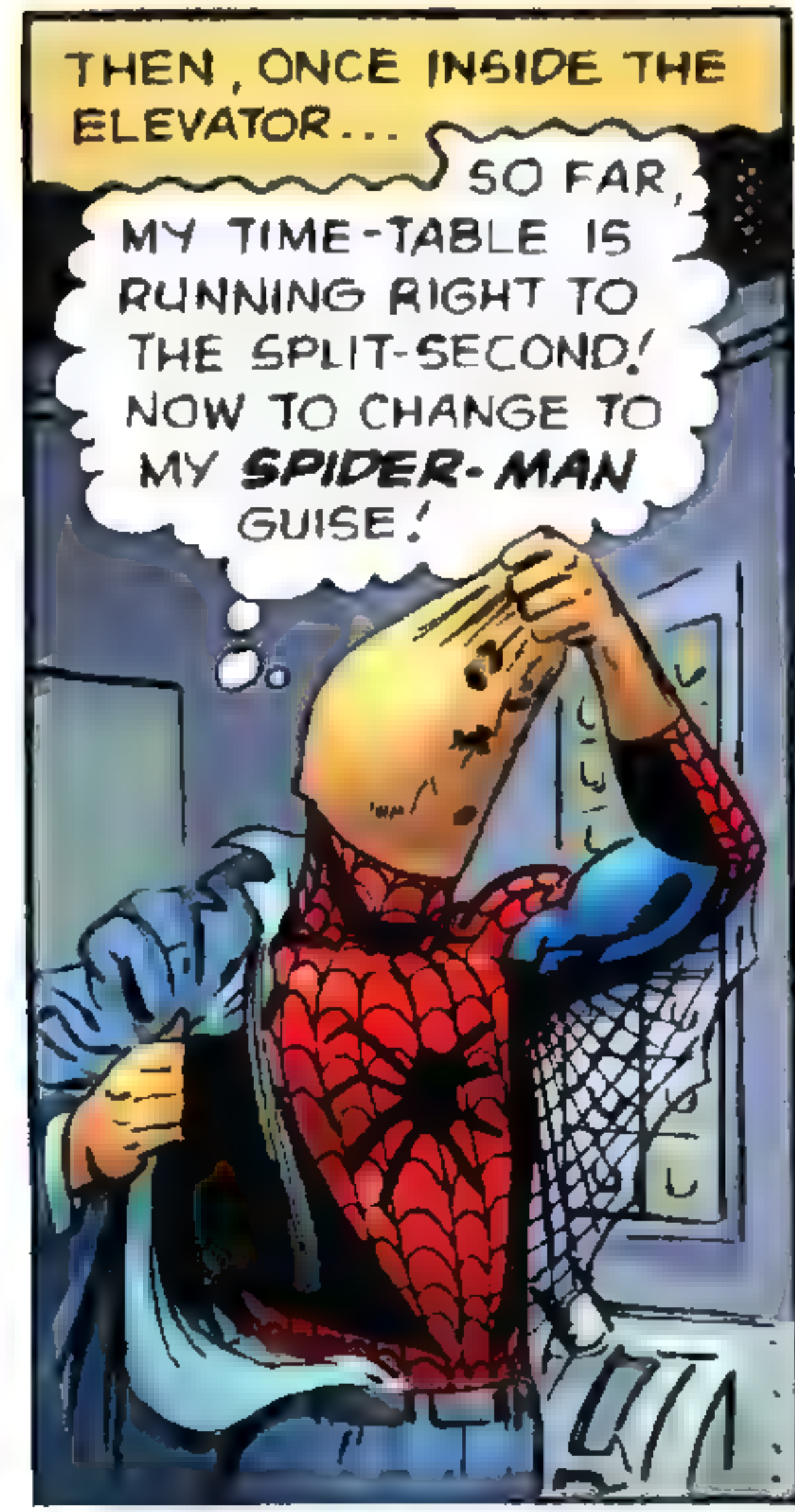
YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!



AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!

I'LL RELIEVE YOU NOW!

IT'S ABOUT TIME! I'M BUSHED!



THEN, ONCE INSIDE THE ELEVATOR...

SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!



AND FINALLY...

SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?

THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!



I CAN'T BELIEVE IT! YOU-- A TRAITOR! WAIT--

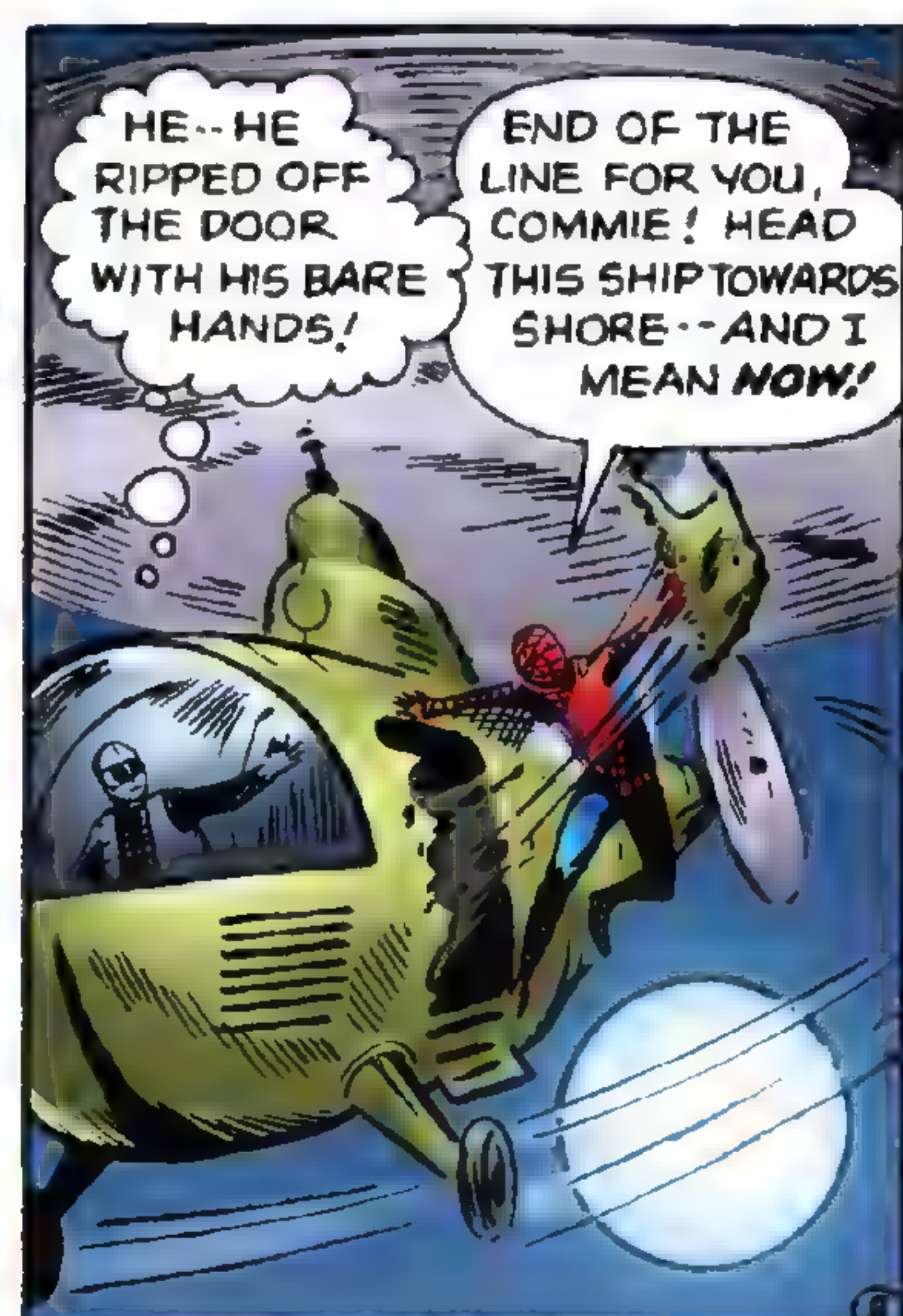
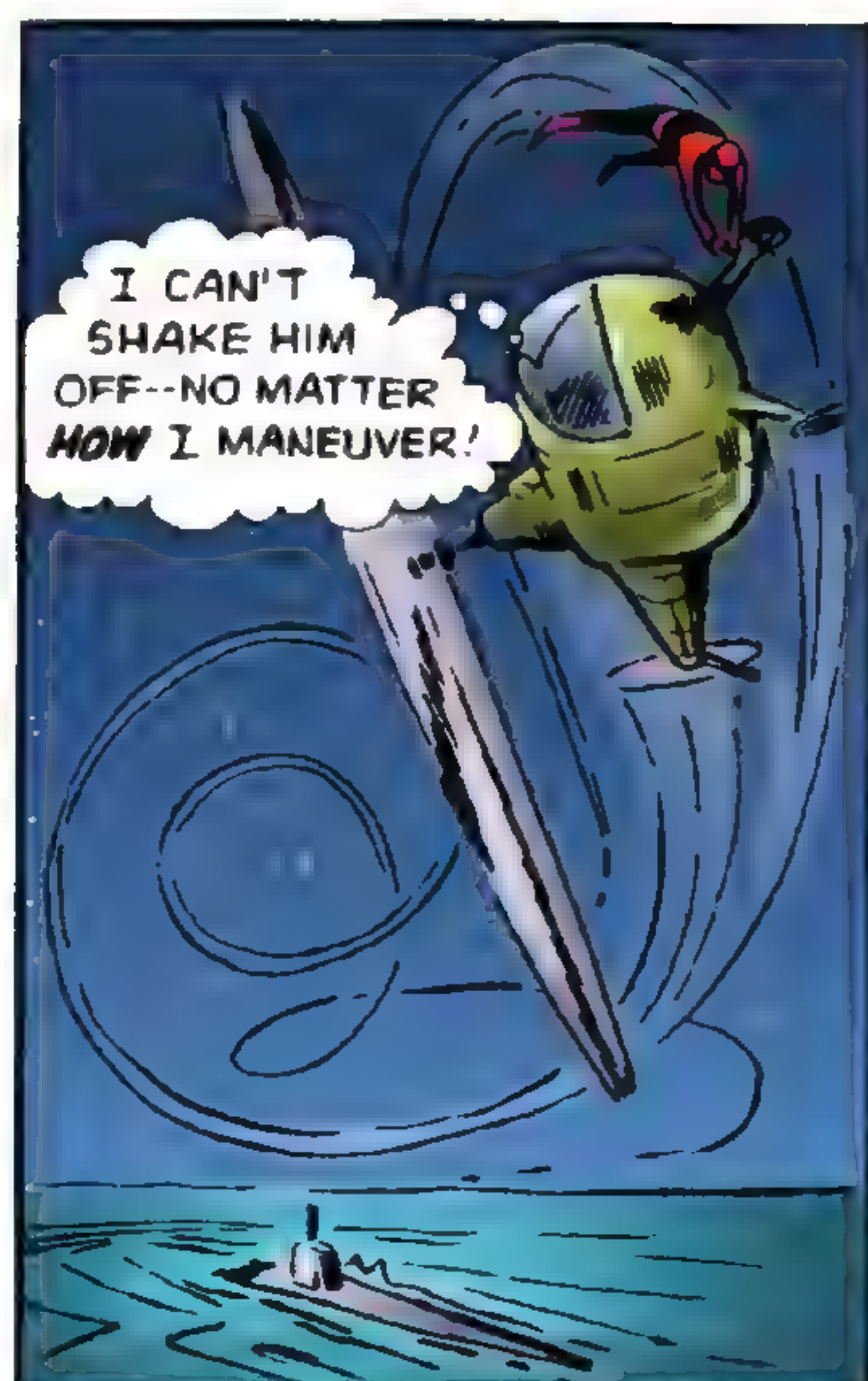
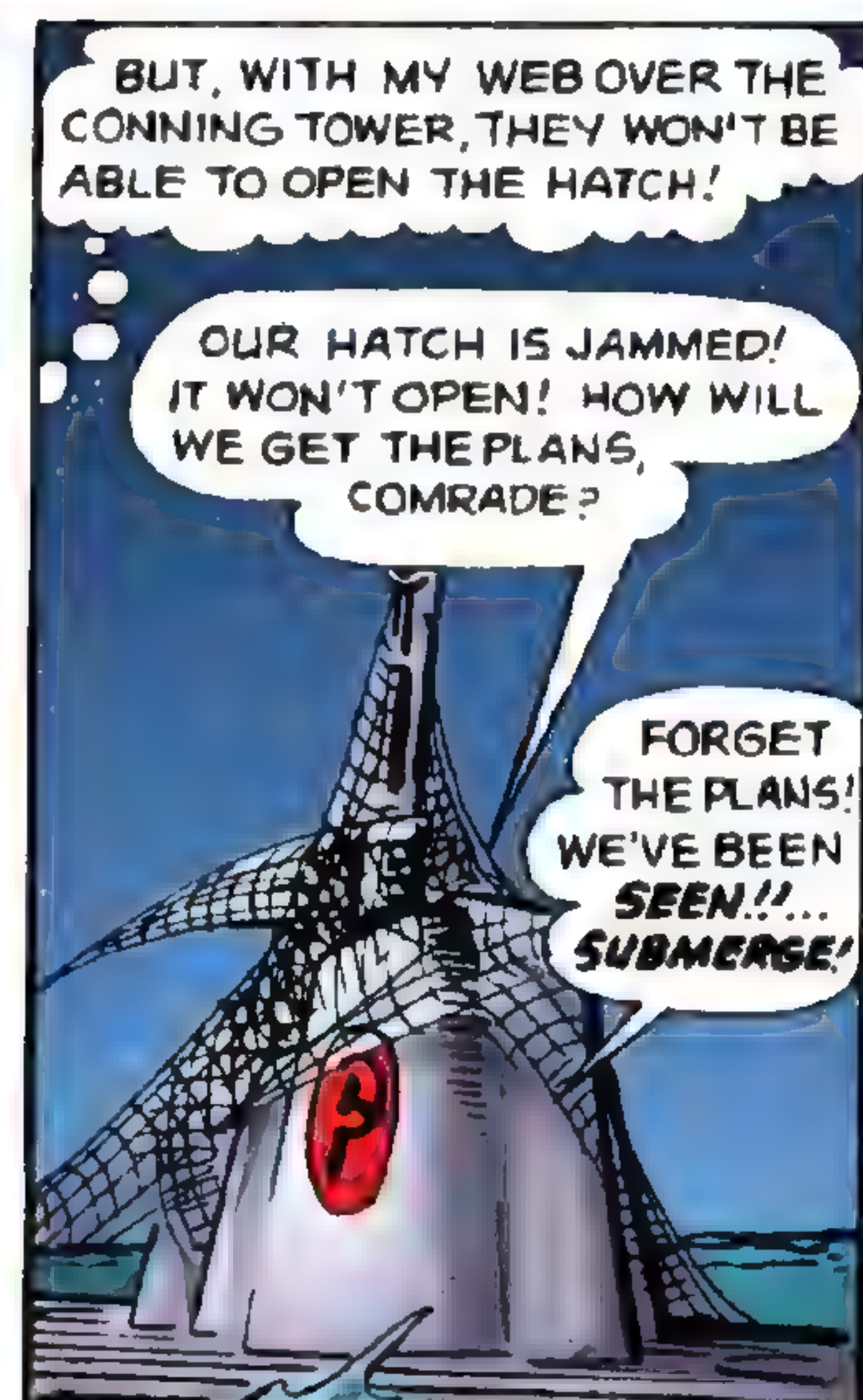
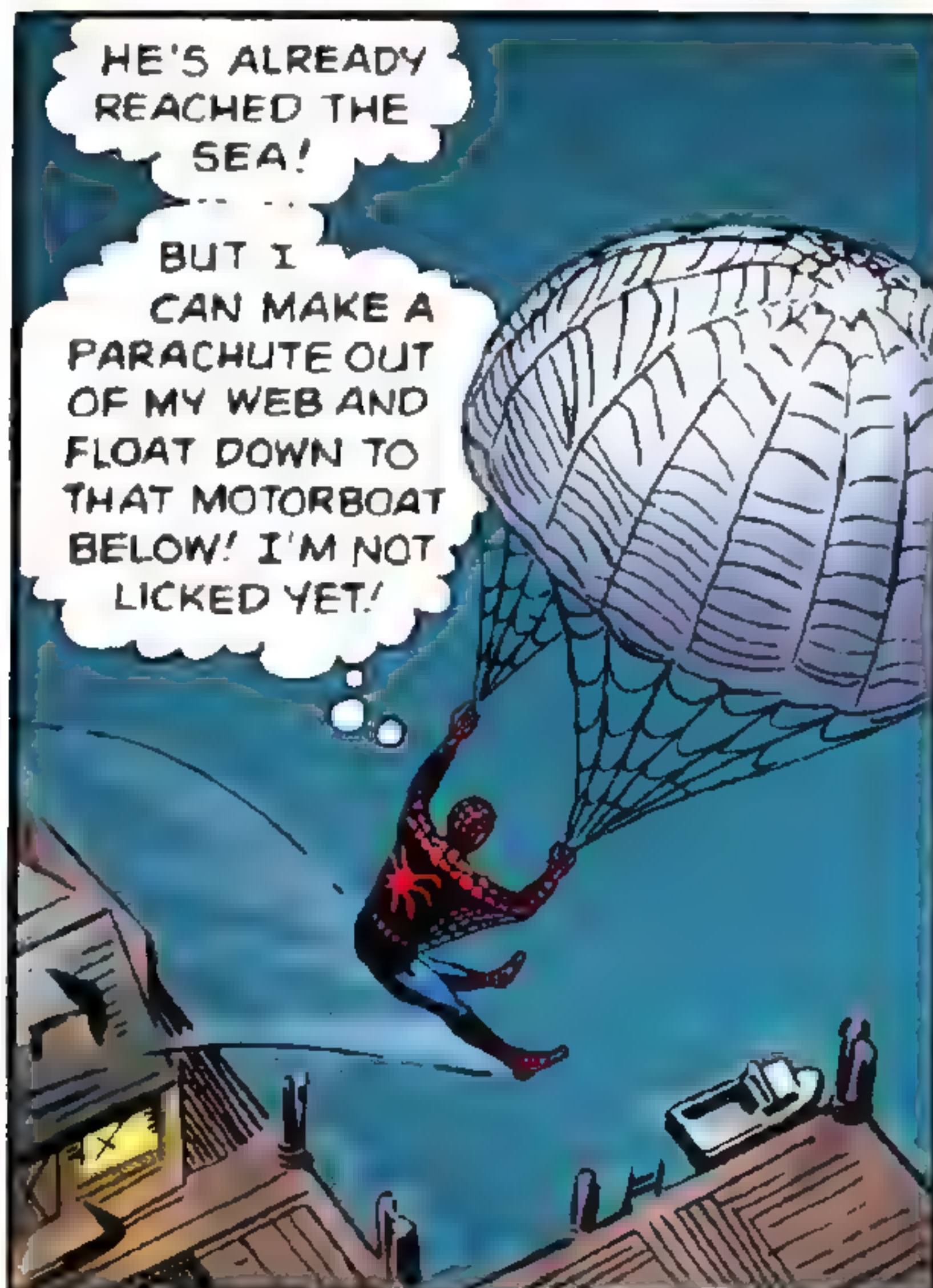
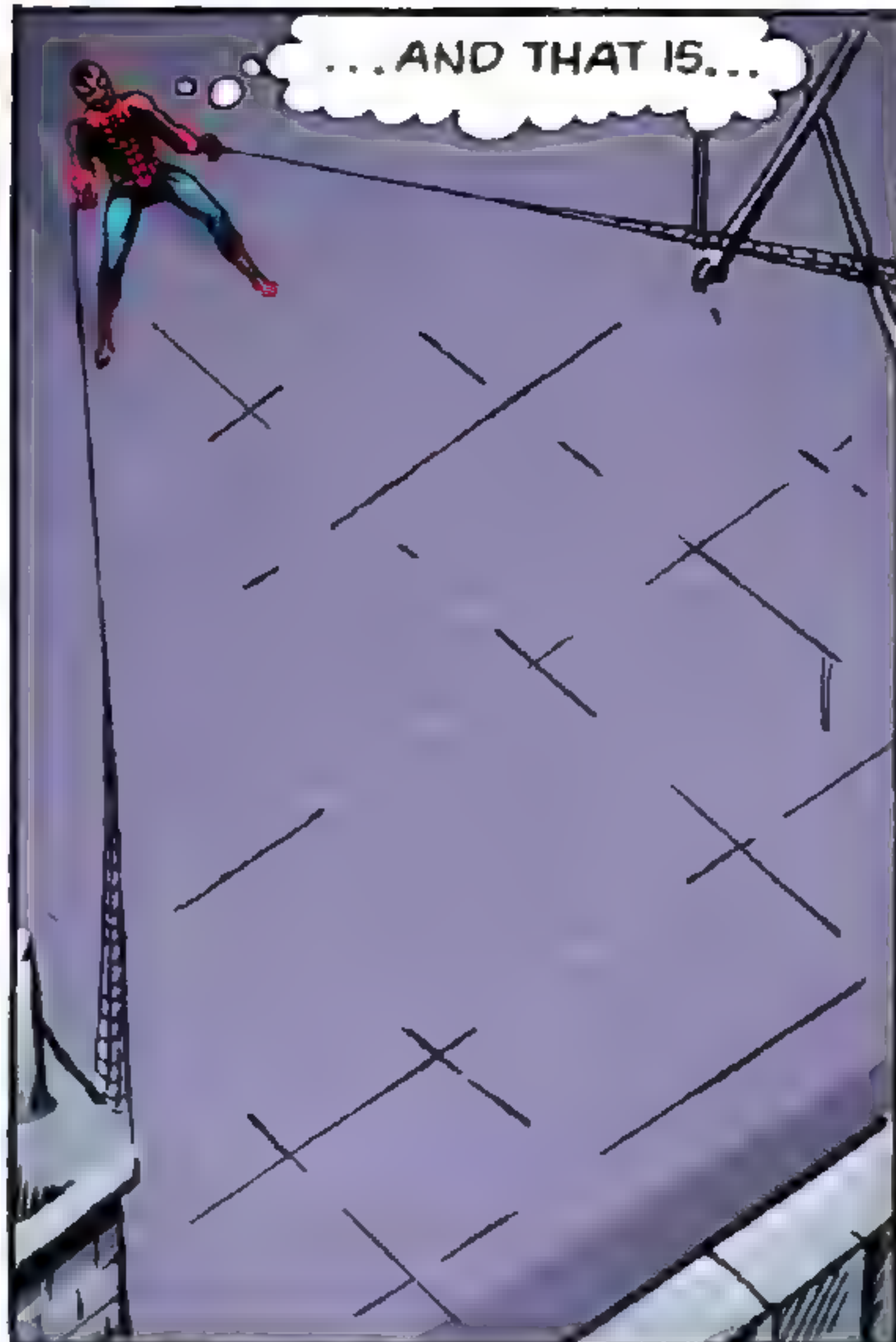
MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!

THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!





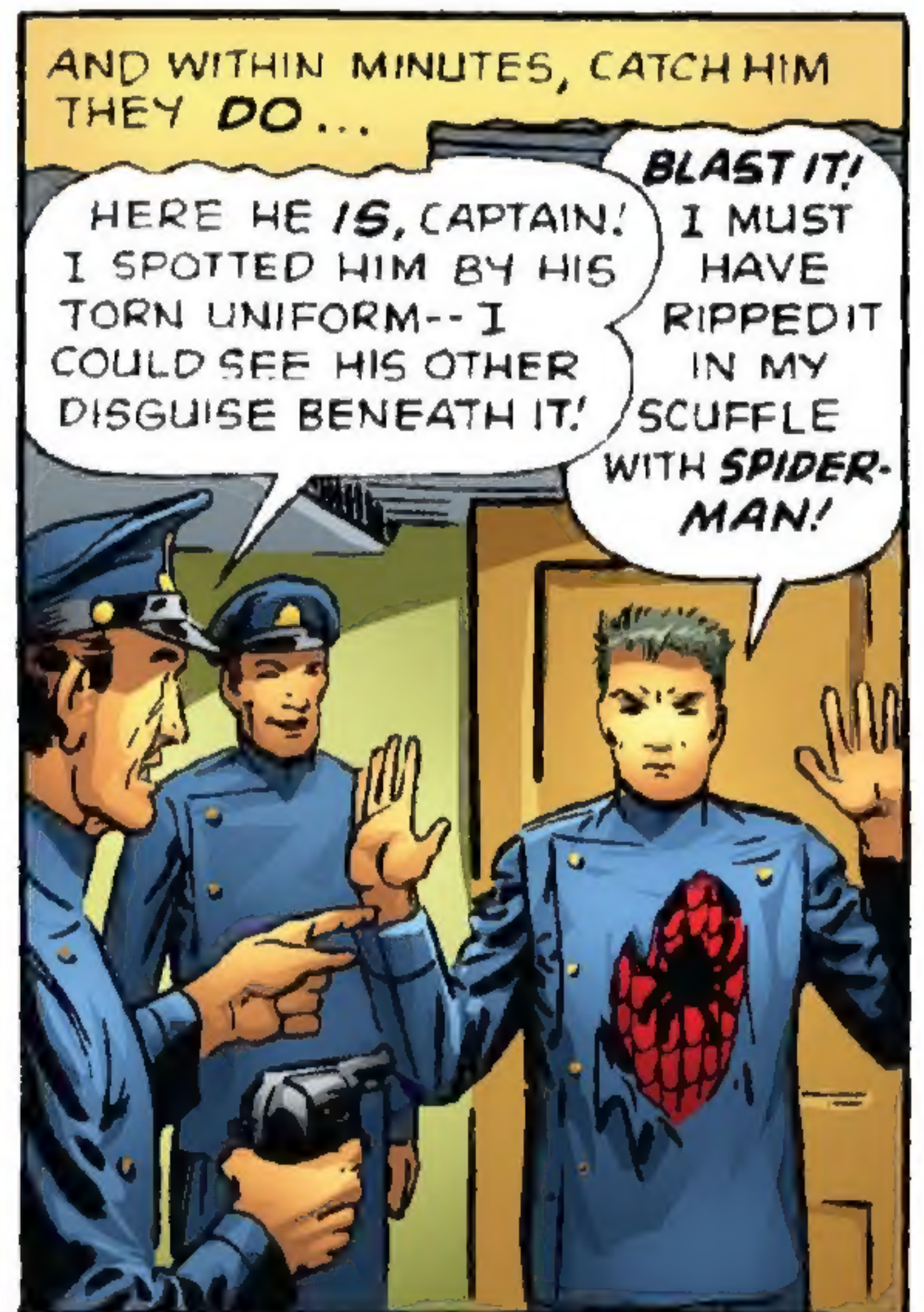














## A PERSONAL MESSAGE FROM

# SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE\* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy... *Spider-Man*

### \*NOTE:

We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!





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